Limited Liability Partnerships Act 2005

Table of Contents

Long Title

Part 1 PRELIMINARY

1 Short title

2 Interpretation

3 Administration of Act and appointment of Registrar of Limited Liability Partnerships, etc.

Part 2 NATURE OF LIMITED LIABILITY PARTNERSHIP

4 Separate legal personality

5 Capacity

6 Common seal

7 Execution of deeds by limited liability partnership

8 Alternative to sealing

9 Application of provisions of Companies Act 1967

10 Non-applicability of partnership law

11 Partners

12 Limited liability of partners

13 Power of partner to bind the limited liability partnership

14 Relationship of partners, etc.

15 Cessation of partnership interest

16 Bankruptcy of partner

17 Assignment of partner’s interest in distributions

Part 3 REGISTRATION

18 Registration of limited liability partnership

19 Manner and particulars of registration

20 Registration

21 Power to refuse registration

22 Names of limited liability partnerships

23 Reservation of limited liability partnership names

24 Restrictions on registration of limited liability partnership names

25 Change of limited liability partnership name

Part 4 CONVERSION TO LIMITED LIABILITY PARTNERSHIP

26 Conversion from firm to limited liability partnership

27 Conversion from private company to limited liability partnership

Part 5 MANAGEMENT AND ADMINISTRATION

28 Minimum of 2 partners

29 Manager

30 Annual declaration

31 Accounts

32 Registered office

33 Publication of name and limited liability

34 Registration of change in particulars

35 Duty of partners and managers to provide information to limited liability partnership

36 Request for copy of notice of registration, etc.

37 Transitional provision for contact address

Part 6 RECEIVERSHIP AND WINDING UP

38 Receivership

39 Winding up

40 Amendment of Fourth and Fifth Schedules

41 Debt owed to partner

Part 6A REGISTER OF CONTROLLERS

42 Application of this Part

43 Interpretation of this Part

44 Meaning of "registrable"

45 State of mind of corporation, unincorporated association, etc.

46 Meaning of "legal privilege"

47 Register of controllers

47A Additional particulars

48 Limited liability partnership’s duty to investigate and obtain information

49 Limited liability partnership’s duty to keep information up-to-date

50 Limited liability partnership’s duty to correct information

50A Limited liability partnership’s duty to ensure information in register is up-to-date and correct

51 Controller’s duty to provide information

52 Controller’s duty to provide change of information

53 Power to enforce

54 Central register of controllers

55 Codes of practice, etc.

56 Exemption

57 Amendment of Sixth and Seventh Schedules

Part 7 MISCELLANEOUS

58 Restriction on undischarged bankrupt being manager of limited liability partnership

59 Disqualification of unfit managers of insolvent limited liability partnerships

60 Disqualification of managers of limited liability partnerships wound up on grounds of national security or interest

61 Disqualification to act as manager on conviction for certain offences

62 Disqualification under Companies Act 1967

63 Power of Registrar to strike defunct limited liability partnership off register

64 Striking off on application by limited liability partnership

65 Withdrawal of application

66 Objections to striking off

67 Application for administrative restoration to register

68 Registrar's decision on application for administrative restoration

69 Registrar may restore limited liability partnership deregistered by mistake

70 Effect of restoration

71 Retention of books and papers upon striking off

72 False representation as to registration as limited liability partnership

73 Rectification by General Division of High Court

74 Rectification by Registrar on application

75 Rectification or updating on Registrar's initiative

76 Electronic transaction system

77 Inspection

78 Power of Registrar to obtain further information

79 Penalty for providing false information to Registrar

80 Composition of offences

81 Officers and inspectors deemed to be public servants

82 Destruction of old records

83 Enforcement of duty to make returns

84 Offences by limited liability partnerships

85 Offences by other bodies corporate and partnerships, etc.

86 Authority and its employees not liable to suit

87 Jurisdiction of District Court

88 Evidence

89 General penalties

90 Regulations

91 Rules

92 Criminal liability of partners and managers of limited liability partnerships under other written laws

93 Service of documents on limited liability partnerships under other written laws

94 Service of documents on partner and manager

FIRST SCHEDULE Default provisions for limited liability partnerships

SECOND SCHEDULE Conversion from firm to limited liability partnership

THIRD SCHEDULE Conversion from private company to limited liability partnership

FOURTH SCHEDULE Receivers and managers

FIFTH SCHEDULE Winding up

SIXTH SCHEDULE Limited liability partnerships to which Part 6A does not apply

SEVENTH SCHEDULE Meanings of "significant control" and "significant interest"

Legislative History

Abbreviations

Comparative Table

LIMITED LIABILITY PARTNERSHIPS ACT 2005

2020 REVISED EDITION

This revised edition incorporates all amendments up to and including 1 December 2021 and comes into operation on 31 December 2021

An Act to provide for limited liability partnerships.

[11 April 2005]

PART 1

PRELIMINARY

Short title

1. This Act is the Limited Liability Partnerships Act 2005.

Interpretation

2.—(1) In this Act, unless the context otherwise requires —

[*Deleted by Act 21 of 2024 wef 09/12/2024*]

"ACRA administered Act" means the Accounting and Corporate Regulatory Authority Act 2004 or any of the written laws specified in the Second Schedule to that Act;

[Act 21 of 2024 wef 09/12/2024]

"Authority" means the Accounting and Corporate Regulatory Authority established under the Accounting and Corporate Regulatory Authority Act 2004;

"Authority's website" means the Authority's Internet website;

"company" has the meaning given by section 4(1) of the Companies Act 1967;

"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;

[Act 21 of 2024 wef 09/12/2024]

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

(*a*) any limited liability partnership registered under this Act; and

(*b*) any foreign company,

but does not include —

(*c*) any corporation sole;

(*d*) any co-operative society;

[Act 30 of 2024 wef 01/11/2024]

(*e*) any registered trade union; or

[Act 30 of 2024 wef 01/11/2024]

(*f*) any registered platform work association;

[Act 30 of 2024 wef 01/11/2024]

"financial year", in relation to a limited liability partnership, means the period in respect of which any profit and loss account of the limited liability partnership is made up, whether that period is a year or not;

"firm" has the meaning given by section 2(1) of the Business Names Registration Act 2014;

"foreign company" has the meaning given by section 4(1) of the Companies Act 1967;

"full name" or "name" means —

(*a*) in the case of an individual registered under the National Registration Act 1965 — the name as it appears in the latest identity card issued to that individual under section 9 of that Act; or

(*b*) in the case of an individual not registered under the National Registration Act 1965 — the name as it appears in the latest passport issued to that individual or such other similar evidence of identification as is available;

[Act 21 of 2024 wef 09/12/2024]

"identification" means —

(*a*) in the case of an individual issued with an identity card under the National Registration Act 1965, the number of the individual's identity card; and

(*b*) in the case of an individual not issued with an identity card under that Act, particulars of the individual's passport or any other similar evidence of identity that is acceptable to the Registrar;

"limited liability partnership" has the meaning given by section 4(1);

"limited liability partnership agreement", in relation to a limited liability partnership, means any agreement expressed or implied between the partners of the limited liability partnership or between the limited liability partnership and its partners which determines the mutual rights and duties of the partners and their rights and duties in relation to the limited liability partnership;

"liquidator" includes the Official Receiver when acting as the liquidator of a corporation;

"manager", in relation to a limited liability partnership, means any person (whether or not a partner of the limited liability partnership) who is concerned

in or takes part in the management of the limited liability partnership (whether or not the person's particulars or consent to act are lodged with the Registrar as required under section 29(2));

"officer", in relation to a limited liability partnership, means —

(*a*) any manager of the limited liability partnership;

(*b*) a receiver and manager of any part of the undertaking of the limited liability partnership appointed under a power contained in any instrument; or

(*c*) any liquidator of the limited liability partnership appointed in a voluntary winding up,

but does not include —

(*d*) any receiver who is not also a manager;

(*e*) any receiver and manager appointed by the General Division of the High Court; or

(*f*) any liquidator appointed by the General Division of the High Court or by the creditors;

"Official Receiver" has the meaning given by section 2(1) of the Insolvency, Restructuring and Dissolution Act 2018;

"partner", in relation to a limited liability partnership, means any person who has been admitted as a partner in the limited liability partnership in accordance with the limited liability partnership agreement;

"private company" has the meaning given by section 4(1) of the Companies Act 1967;

"register" means any register kept and maintained under this Act;

"Registrar" means the Registrar of Limited Liability Partnerships appointed under section 3(2)(*a*) and includes any Deputy Registrar or Assistant Registrar appointed under section 3(2)(*b*);

"residential address", in relation to an individual, means the individual's usual place of residence;

"solicitor" means an advocate and solicitor of the Supreme Court.

[2/2007; 18/2014; 29/2014; 35/2014; 16/2017; 40/2018; 40/2019]

(2) Where a limited liability partnership has more than one manager —

(*a*) anything that the manager is required by this Act to do may be done by any one of the managers; and

(*b*) anything which constitutes an offence by the manager under this Act constitutes an offence by each of the managers.

(3) A reference in this Act to the managers of a limited liability partnership is, in the case of a limited liability partnership which has only one manager, a reference to that manager.

(4) A reference in this Act to the doing of any act by 2 or more managers of a limited liability partnership, in the case of a limited liability partnership which has only one manager, is to the doing of that act by that manager.

(5) For the purposes of sections 20(6), 21(2), 23(5) and 24(9) and (10), any reference to the Minister includes a reference to the Minister of State for his or her Ministry who is authorised by the Minister for the purpose of hearing an appeal under that section.

[35/2014]

Administration of Act and appointment of Registrar of Limited Liability Partnerships, etc.

3.—(1) The Authority is responsible for the administration of this Act, subject to the general or special directions of the Minister.

(2) The Minister 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 Liability Partnerships; and

(*b*) from among the officers of the Authority, public officers and the officers of any other statutory board, appoint any number of Deputy Registrars and Assistant Registrars of Limited Liability Partnerships that the Minister 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 person all or any of the powers, functions and duties vested in the Registrar by this Act except the power of delegation conferred by this subsection.

PART 2

NATURE OF LIMITED LIABILITY PARTNERSHIP

Separate legal personality

4.—(1) A limited liability partnership is a body corporate which is formed by being registered under this Act and which has legal personality separate from that of its partners.

(2) A limited liability partnership has perpetual succession.

(3) Any change in the partners of a limited liability partnership does not affect the existence, rights or liabilities of the limited liability partnership.

Capacity

5. A limited liability partnership is, by its name, capable of —

(*a*) suing and being sued;

(*b*) acquiring, owning, holding and developing or disposing of property, both movable and immovable; and

(*c*) doing and suffering any other acts and things that bodies corporate may lawfully do and suffer.

[16/2017]

Common seal

6.—(1) A limited liability partnership may have a common seal but need not have one.

[16/2017]

(2) Sections 7 and 8 apply whether a limited liability partnership has a common seal or not.

[5A
[16/2017]

Execution of deeds by limited liability partnership

7.—(1) A limited liability partnership may execute a document described or

expressed as a deed without affixing a common seal to the document by signature —

(*a*) on behalf of the limited liability partnership by at least 2 partners of the limited liability partnership; or

(*b*) on behalf of the limited liability partnership by a partner of the limited liability partnership in the presence of a witness who attests the signature.

[16/2017]

(2) A document mentioned in subsection (1) that is signed on behalf of the limited liability partnership in accordance with that subsection has the same effect as if the document were executed under the common seal of the limited liability partnership.

[16/2017]

(3) Where a document is to be signed by a person on behalf of more than one limited liability partnership, the document is not considered to be signed by that person for the purposes of subsection (1) or (2) unless the person signs the document separately in each capacity.

[16/2017]

(4) This section applies in the case of a document mentioned in subsection (1) that is executed by the limited liability partnership in the name or on behalf of another person, whether or not that person is also a limited liability partnership.

[5B

[16/2017]

Alternative to sealing

8. Where any written law or rule of law requires any document to be under or executed under the common seal of a limited liability partnership, or provides for certain consequences if it is not, a document satisfies that written law or rule of law if the document is signed in the manner set out in section 7(1)(*a*) or (*b*) and (3).

[5C

[16/2017]

Application of provisions of Companies Act 1967

9.—(1) Subject to section 8, section 41(1) to (8) of the Companies Act 1967 applies to a limited liability partnership as it applies to a corporation within the meaning of that Act.

[16/2017]

(2) Section 144(1)(*a*) of the Companies Act 1967 applies to a limited liability partnership as it applies to a company under that Act.

[5D

[16/2017]

Non-applicability of partnership law

10. Except as otherwise provided by this Act, the law relating to partnerships does not apply to a limited liability partnership.

[6

Partners

11.—(1) Any individual or body corporate may be a partner in a limited liability partnership.

(2) To avoid doubt, the reference in subsection (1) to body corporate excludes any trade union or platform work association.

[7
[Act 30 of 2024 wef 01/11/2024]

Limited liability of partners

12.—(1) An obligation of the limited liability partnership, whether arising in contract, tort or otherwise, is solely the obligation of the limited liability partnership.

(2) A partner is not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for an obligation mentioned in subsection (1) solely by reason of being a partner of the limited liability partnership.

(3) Subsections (1) and (2) do not affect the personal liability of a partner in tort for the partner's own wrongful act or omission, but a partner is not personally liable for the wrongful act or omission of any other partner of the limited liability partnership.

(4) Where a partner of a limited liability partnership is liable to any person (other than another partner of the limited liability partnership) as a result of the partner's wrongful act or omission in the course of the business of the limited liability partnership or with its authority, the limited liability partnership is liable to the same extent as the partner.

(5) The liabilities of the limited liability partnership must be met out of the property of the limited liability partnership.

[8

Power of partner to bind the limited liability partnership

13.—(1) Every partner of a limited liability partnership is the agent of the limited liability partnership.

(2) Despite subsection (1), a limited liability partnership is not bound by anything done by a partner in dealing with a person if —

(*a*) the partner has in fact no authority to act for the limited liability partnership by doing that thing; and

(*b*) the person knows that the partner has no authority or does not know or believe the partner to be a partner of the limited liability partnership.

(3) Where a person has ceased to be a partner of a limited liability partnership, the person (called in this subsection former partner) is to be regarded (in relation to any person dealing with the limited liability partnership) as still being a partner of the limited liability partnership unless —

(*a*) the person has notice that the former partner has ceased to be a partner of the limited liability partnership; or

(*b*) notice that the former partner has ceased to be a partner of the limited liability partnership has been delivered to the Registrar.

[9

Relationship of partners, etc.

14.—(1) Except as otherwise provided by this Act, the mutual rights and duties of the partners of a limited liability partnership, and the mutual rights and duties of a limited liability partnership and its partners, are governed —

(*a*) by the limited liability partnership agreement; or

(*b*) in the absence of agreement as to any matter, by any provision relating to that matter set out in the First Schedule.

(2) Any reference to a resolution of partners for a particular matter is a reference to a resolution passed by all or such number of partners as may be required by the limited liability partnership agreement for that matter.

[10

Cessation of partnership interest

15.—(1) A partner of a limited liability partnership may cease to be a partner in accordance with the limited liability partnership agreement, or in the absence of such agreement, by that partner giving 30 days' notice to the other partners of the partner's intention to resign as partner.

(2) Without limiting subsection (1), a partner of a limited liability partnership ceases to be a partner upon the death or dissolution of the partner.

(3) Where a partner of a limited liability partnership ceases to be a partner, unless

otherwise provided in the limited liability partnership agreement, the former partner, his or her personal representative or its liquidator (as the case may be) is entitled to receive from the limited liability partnership an amount —

(*a*) equal to the former partner's capital contribution to the limited liability partnership and the former partner's right to share in the accumulated profits of the limited liability partnership after the deduction of losses of the limited liability partnership; and

(*b*) determined as at the date the former partner ceased to be a partner.

(4) To avoid doubt, a former partner, his or her personal representative or its liquidator (as the case may be) must not interfere in the management of the limited liability partnership.

[11

Bankruptcy of partner

16. Unless otherwise provided in the limited liability partnership agreement, if a partner of a limited liability partnership is adjudicated a bankrupt by a court in Singapore or elsewhere —

(*a*) the bankruptcy does not by itself cause the bankrupt partner to cease being a partner of the limited liability partnership, but the restriction on the bankrupt partner being a manager of the limited liability partnership under section 58 applies; and

(*b*) the Official Assignee or trustee of the estate of the bankrupt partner must not interfere in the management of the limited liability partnership but is entitled to receive distributions from the limited liability partnership that the bankrupt partner is entitled to receive under the limited liability partnership agreement.

[12

Assignment of partner's interest in distributions

17.—(1) Unless otherwise provided in the limited liability partnership agreement, a partner may assign the whole or any part of the partner's interest in the limited liability partnership but only to the extent that the assignee becomes entitled to receive distributions from the limited liability partnership that the partner would otherwise have been entitled to receive.

(2) An assignment under subsection (1) does not by itself —

(*a*) cause the partner to cease being a partner of the limited liability

partnership; and

(*b*) entitle the assignee to interfere in the management of the limited liability partnership.

[13

PART 3

REGISTRATION

Registration of limited liability partnership

18. Subject to the provisions of this Act, any 2 or more persons associated for carrying on a lawful business with a view to profit may, by complying with the requirements as to registration, register a limited liability partnership under this Act.

[14

Manner and particulars of registration

19.—(1) A limited liability partnership may be registered under this Act if a statement by every person who is to be a partner of the limited liability partnership is lodged with the Registrar in such medium and form as the Registrar may determine, containing the following particulars:

(*a*) the name of the proposed limited liability partnership;

(*b*) the general nature of the proposed business of the limited liability partnership;

(*c*) the proposed registered office of the limited liability partnership;

(*d*) all of the following information of each individual who is to be a partner of the limited liability partnership:

(i) full name;

(ii) identification;

(iii) nationality;

(iv) residential address and contact address;

[Act 21 of 2024 wef 09/12/2024]

(*e*) all of the following information of each body corporate which is to be a partner of the limited liability partnership:

(i) the corporate name;

(ii) the place of incorporation or registration;

(iii) the registration number;

(iv) the registered office to which all notices and communications may be addressed;

(*f*) all of the following information of each individual who is to be a manager of the limited liability partnership:

(i) full name;

(ii) identification;

(iii) nationality;

(iv) residential address and contact address;

[Act 21 of 2024 wef 09/12/2024]

(*g*) all of the following information of each body corporate which is to be a manager of the limited liability partnership:

(i) the corporate name;

(ii) the place of incorporation or registration;

(iii) the registration number;

(iv) the registered office to which all notices and communications may be addressed;

(*h*) any other information concerning the proposed limited liability partnership that the Minister may prescribe.

[35/2014]

(2) The Registrar may, in any particular case, require the statement mentioned in subsection (1) to be verified in any manner that the Registrar considers fit.

(3) The General Division of the High 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.

[15

[40/2019]

Registration

20.—(1) On receiving the statement mentioned in section 19, the Registrar must, subject to the provisions of this Act, register the statement and issue a notice of registration in such form as the Registrar may determine.

(2) On and from the date of registration specified in the notice of registration issued under subsection (1), there is a limited liability partnership, by the name specified in the notice, registered under this Act with all the attributes described in Part 2.

(3) The notice of registration is conclusive evidence that the requirements of section 19 are complied with and that the limited liability partnership is registered by the name specified in the notice.

(4) The Registrar may, upon receipt of the application in the prescribed form of a limited liability partnership registered under subsection (1) and on payment of the prescribed fee, issue to that limited liability partnership a certificate of confirmation of registration in such form as the Registrar may determine.

(5) This section must not be construed to require the Registrar to register any limited liability partnership if he or she is not satisfied with the particulars or other information provided under this Act.

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

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

[16

Power to refuse registration

21.—(1) Despite any provision in this Act or any other written law, the Registrar must refuse to register a limited liability 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 Singapore; or

(*b*) it would be contrary to the national security or interest for the limited liability 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 Minister whose decision is final.

(3) For the purposes of this section, a certificate issued by the Minister charged with the responsibility for internal security stating that the Minister is satisfied that it would be contrary to the national security or interest for the limited liability partnership to be registered under this Act is conclusive evidence of the matters so stated.

[17

Names of limited liability partnerships

22.—(1) Every limited liability partnership must have either the words "limited liability partnership" or the acronym "LLP" as part of its name.

(2) A limited liability partnership that is registered under this Act must not carry on business under a name that is not registered under section 20 or 34.

(3) The registration of a name under which a limited liability partnership carries on business 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) Any limited liability partnership which contravenes this section shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $5,000.

[18

Reservation of limited liability partnership names

23.—(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 liability partnership; or

(*b*) the name to which a limited liability partnership proposes to change its name.

[35/2014]

(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 liability partnership may be registered having regard to section 24(1), (2) and (3).

[35/2014]

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

(*a*) the name is for a limited liability partnership that is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore; or

(*b*) it would be contrary to the national security or interest for the limited liability partnership to be registered.

[35/2014]

(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 liability partnership or limited liability 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.

[35/2014]

(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 Minister whose decision is final.

[19
[35/2014]

Restrictions on registration of limited liability partnership names

24.—(1) Except with the consent of the Minister or as provided in subsection (3), the Registrar must refuse to register a limited liability partnership under this Act under a name, or to approve a change of name of a limited liability partnership under section 25 to a name, which, in the opinion of the Registrar —

(*a*) is undesirable;

(*b*) is identical to the name of any other limited liability partnership, a limited partnership or a corporation, or to a registered business name;

(*c*) is identical to a name that is reserved under —

(i) section 23;

(ii) section 16 of the Business Names Registration Act 2014;

(iii) section 17(4) of the Limited Partnerships Act 2008; or

(iv) section 27(12B), section 27(12B) as applied by section 357(2), or section 378(15) of the Companies Act 1967; or

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

[35/2014; 15/2017]

(2) In addition to subsection (1), the Registrar must on or after 3 January 2016, except with the consent of the Minister, refuse to register a limited liability partnership under a name, or allow a limited liability partnership to change its name to a name, if —

(*a*) 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 and the Fifth Schedule, 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, a period of at least 6 years 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 2014 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;

(*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 1967 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 1967, 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 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) of the Limited Partnerships Act 2008, 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 of Limited Partnerships that the limited partnership was dissolved under section 19(2) of the Limited Partnerships Act 2008, a period of at least one year has passed after the date of dissolution.

[35/2014; 40/2018]

(3) Despite subsection (1), the Registrar may, on or after 3 January 2016, register a limited liability 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 1967 —

(i) in respect of which notice was lodged under section 377(1) of the Companies Act 1967 that the foreign company has ceased to have a place of business in Singapore or ceased to carry on business in Singapore, 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 1967 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) of the Limited Partnerships

Act 2008 that the limited partnership ceased to carry on business, if a period of at least one year has passed after the date of cessation.

[35/2014]

(4) Despite this section and section 25, where the Registrar is satisfied that a limited liability 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 liability partnership, any limited partnership or 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 the Trade Marks Act 1998,

the Registrar may direct the limited liability partnership to change its name, and the limited liability partnership 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.

[35/2014]

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

(*a*) whether the limited liability partnership's name was registered through inadvertence or otherwise; or

(*b*) when the limited liability partnership was registered in respect of the name.

[35/2014]

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

[35/2014]

(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 liability partnership was registered in respect of the name, or the date the change of the limited liability partnership's name was approved under section 25.

[35/2014]

(8) Any limited liability partnership which fails to comply with a direction given under subsection (4) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $2,000 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.

[35/2014]

(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 Minister whose decision is final.

[35/2014]

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

[35/2014; 40/2019]

(11) In this section, "registered business name" has the meaning given by section 2(1) of the Business Names Registration Act 2014.

[19A

[35/2014]

Change of limited liability partnership name

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

[35/2014]

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

[35/2014]

(3) Any application for a change of a limited liability partnership name is subject to section 24.

[19B

[35/2014]

PART 4

CONVERSION TO LIMITED LIABILITY PARTNERSHIP

Conversion from firm to limited liability partnership

26.—(1) A firm may convert to a limited liability partnership by complying with the requirements as to the conversion set out in the Second Schedule.

(2) Upon the conversion, the partners of the firm, the limited liability partnership to which the firm has converted and the partners of that limited liability partnership are bound by the provisions of the Second Schedule that are applicable to them.

(3) The Minister may, by order in the *Gazette*, amend, add to or vary the provisions in the Second Schedule.

(4) Any order made under subsection (3) must be presented to Parliament as soon as possible after publication in the *Gazette*.

(5) In this section, "convert", in relation to a firm converting to a limited liability partnership, means a transfer of the property, assets, interests, rights, privileges, liabilities, obligations and the undertaking of the firm to the limited liability partnership in accordance with the Second Schedule.

[20

Conversion from private company to limited liability partnership

27.—(1) A private company may convert to a limited liability partnership by complying with the requirements as to the conversion set out in the Third Schedule.

(2) Upon the conversion, the private company, its shareholders, the limited liability partnership to which the private company has converted and the partners of that limited liability partnership are bound by the provisions of the Third Schedule that are applicable to them.

(3) The Minister may, by order in the *Gazette*, amend, add to or vary the provisions in the Third Schedule.

(4) Any order made under subsection (3) must be presented to Parliament as soon as possible after publication in the *Gazette*.

(5) In this section, "convert", in relation to a private company converting to a limited liability partnership, means a transfer of the property, assets, interests, rights, privileges, liabilities, obligations and the undertaking of the private company to the limited liability partnership in accordance with the Third Schedule.

[21

PART 5

MANAGEMENT AND ADMINISTRATION

Minimum of 2 partners

28.—(1) Every limited liability partnership must have at least 2 partners.

(2) If a limited liability partnership carries on business with fewer than 2 partners for a period of more than 2 years, a person is (despite section 12(1) and (2)) personally liable, jointly and severally with the limited liability partnership, for any obligation of the limited liability partnership incurred during the period that the limited liability partnership so carries on business after those 2 years if, at the time the obligation was incurred, the person —

(*a*) was a partner of the limited liability partnership; and

(*b*) knew that the limited liability partnership was carrying on business with fewer than 2 partners for a period of more than 2 years.

[22

Manager

29.—(1) Every limited liability partnership must ensure that it has at least one manager who —

(*a*) is a natural person;

(*b*) has attained 18 years of age and is otherwise of full legal capacity; and

(*c*) is ordinarily resident in Singapore.

[7/2009]

(2) Every limited liability partnership must ensure that the particulars of every person who acts as manager of the limited liability partnership and the person's consent to act as such are lodged with the Registrar in such medium and form as the Registrar may determine.

(3) A manager is —

(*a*) answerable for the doing of all acts, matters and things, as are required to be done by the limited liability partnership under sections 30, 33 and 34; and

(*b*) personally liable for all penalties imposed on the limited liability partnership for any contravention of those sections unless the manager satisfies the court hearing the matter that the manager should not be so liable.

(4) If a limited liability partnership contravenes subsection (1), the limited liability partnership and every partner of the limited liability partnership shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $5,000 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.

(5) Any limited liability partnership which contravenes subsection (2) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $5,000 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.

[23

Annual declaration

30.—(1) Every limited liability partnership must lodge with the Registrar a declaration by one of its managers that, in that manager's opinion, the limited liability partnership either —

(*a*) appears as at that date to be able to pay its debts as they become due in the normal course of business; or

(*b*) does not appear as at that date to be able to pay its debts as they become due in the normal course of business.

[16/2017]

(2) The declaration mentioned in subsection (1) must also contain such particulars of, or information concerning, the limited liability partnership as may be prescribed.

[16/2017]

(3) The declaration mentioned in subsection (1) must be lodged not later than 15 months after the registration of the limited liability partnership and subsequently once in every calendar year at intervals of not more than 15 months.

(4) Despite subsection (3), the Registrar may, on application by a limited liability partnership, and if he or she thinks fit, grant an extension of time for the lodging of the declaration mentioned in subsection (1).

(5) If a limited liability partnership fails to lodge the declaration mentioned in subsection (1) within the time or extended time referred to in subsections (3) and (4), the limited liability partnership shall be —

(*a*) guilty of an offence and shall be liable on conviction to a fine not exceeding $5,000; and

(*b*) paragraph 3(2)(*d*) of the Fifth Schedule applies.

(6) A manager who makes a declaration mentioned in subsection (1)(*a*) without having reasonable grounds for the manager's opinion, shall be guilty of an offence and shall be liable on conviction —

(*a*) in the case where the manager is an individual, to a fine not exceeding $5,000 or to imprisonment for a term not exceeding 12 months or to both; or

(*b*) in any other case, to a fine not exceeding $5,000.

(7) Any person who, in connection with a declaration made under this section, makes a statement or provides information (whether directly or indirectly) to a manager that is false or misleading in a material particular, when the person knows or ought reasonably to have known that the statement or information is false or misleading in a material particular, shall be guilty of an offence and shall be liable on conviction —

(*a*) in the case where the person 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.

(8) If an offence under this section is committed with intent to defraud creditors of the limited liability partnership or for a fraudulent purpose, the offender shall be liable on conviction —

(*a*) in the case where the offender is an individual, to a fine not exceeding $15,000 or to imprisonment for a term not exceeding 3 years or to both; or

(*b*) in any other case, to a fine not exceeding $15,000.

[24

Accounts

31.—(1) Every limited liability partnership must keep such accounting and other records as will sufficiently explain the transactions and financial position of the limited liability partnership and enable profit and loss accounts and balance sheets to be prepared from time to time which give a true and fair view of the state of affairs of the limited liability partnership.

(2) The limited liability partnership must retain the records referred to in subsection (1) for a period of at least 5 years from the end of the financial year in which the transactions or operations to which those records relate are completed.

[2/2007]

(3) The records referred to in subsection (1) must be kept at such place as the partners think fit and must at all times be open to inspection by the partners.

(4) The Registrar may, by written notice to the limited liability partnership or any of its partners, require the limited liability partnership or that partner 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.

(5) If a limited liability partnership contravenes subsection (1), (2) or (3), the limited liability partnership and every partner of the limited liability partnership 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.

(6) Any person who fails to comply with a requirement under subsection (4) 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.

[25

Registered office

32.—(1) Every limited liability partnership must have a registered office within Singapore to which all communications and notices may be addressed.

(2) A document may be served on a limited liability partnership by leaving it at or sending it by registered post to the registered office of the limited liability partnership.

(3) A limited liability partnership may change the address of its registered office by lodging with the Registrar notice of the change in such medium and form as the Registrar may determine, and any such change takes effect only upon the lodgment.

[26

Publication of name and limited liability

33.—(1) Every limited liability partnership must ensure that its invoices and official correspondence bear the following:

(*a*) the name and registration number of the limited liability partnership;

(*b*) a statement that it is registered with limited liability.

(2) Any limited liability partnership which 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.

[27

Registration of change in particulars

34.—(1) A limited liability partnership must lodge with the Registrar —

(*a*) within 14 days after the appointment of a new partner of the limited liability partnership, a statement containing the particulars mentioned in section 19(1)(*d*) or (*e*) (as the case may be) of the new partner;

(*b*) within 14 days after the appointment of a new manager of the limited liability partnership, a statement containing the particulars mentioned in section 19(1)(*f*) or (*g*) (as the case may be) of the manager;

(*c*) within 14 days after a partner or manager ceases to be a partner or manager of the limited liability partnership, a statement of that fact;

(*d*) within 14 days after any change in the particulars of any partner or manager of the limited liability partnership that have been lodged with the Registrar under this Act, other than the partner's or 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 liability partnership, a statement specifying the nature and date of the change, and containing any other information that may be prescribed.

[35/2014]

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

[35/2014]

(3) Any person who ceases to be a partner or manager of a limited liability 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 the limited liability partnership will not lodge the statement with the Registrar.

[35/2014]

(4) A partner or manager, who is an individual, 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.

[35/2014]

(5) Where a partner or manager has changed his or her residential address and has made a report of the change under section 10 of the National Registration Act 1965, the

partner or manager is to be taken to have informed the Registrar of the change of residential address in compliance with subsection (4).

[35/2014]

(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.

[35/2014]

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

[35/2014]

(8) Any —

(*a*) limited liability partnership which contravenes subsection (1); or

(*b*) partner or manager of a limited liability partnership who contravenes subsection (4),

shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $5,000 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.

(9) A statement lodged on or after the date of commencement of section 54 of the ACRA (Registry and Regulatory Enhancements) Act 2024 —

(*a*) in relation to the appointment of a new partner (who is an individual) for the purposes of subsection (1)(*a*), must contain the particulars mentioned in section 19(1)(*d*) as in force when the statement is lodged, despite the new partner having been appointed before that date; and

(*b*) in relation to the appointment of a new manager (who is an individual) for the purposes of subsection (1)(*b*) must contain the particulars mentioned in section 19(1)(*f*) as in force when the statement is lodged, despite the new manager having been appointed before that date.

[28

[35/2014]
[Act 21 of 2024 wef 09/12/2024]

Duty of partners and managers to provide information to limited liability partnership

35.—(1) A partner or manager (as the case may be) must give the limited liability partnership —

(*a*) any information the limited liability partnership needs to comply with section 34(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 manager unless the partner or manager has previously given the information to the limited liability partnership in writing; and

(*b*) any information the limited liability partnership needs to comply with section 34(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.

[35/2014]

(2) Despite subsection (1), but subject to subsection (3) —

(*a*) a partner of a limited liability partnership must, if requested by the limited liability partnership, give the limited liability partnership any information mentioned in section 19(1)(*d*) or (*e*); and

(*b*) a manager of a limited liability partnership must, if requested by the limited liability partnership, give the limited liability partnership any information mentioned in section 19(1)(*f*) or (*g*),

for the purpose of enabling the limited liability 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.

[35/2014]

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

[35/2014]

(4) A partner or manager of a limited liability partnership who is bound to comply with a requirement under this section and fails to do so shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $5,000 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.

(5) Where a partner or manager (who is an individual) gives information to a limited liability partnership under subsection (1)(*a*) or (2) on or after the date of commencement of section 55 of the ACRA (Registry and Regulatory Enhancements) Act 2024 in relation to his or her appointment, the information given must be in accordance with section 19(1)(*d*) or (*f*) (as the case may be) as in force when the information is given, despite the appointment having taken place before the date of commencement.

[28A

[35/2014]

[Act 21 of 2024 wef 09/12/2024]

Request for copy of notice of registration, etc.

36.—(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.

[35/2014]
[Act 21 of 2024 wef 09/12/2024]

(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.

[35/2014]

(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 82.

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

[Act 21 of 2024 wef 09/12/2024]

(5) Where a document is submitted on or after the date of commencement of section 56 of the ACRA (Registry and Regulatory Enhancements) Act 2024 using a form on the electronic transaction system, the reference to the document in subsection (1) excludes the following entries in the form:

(*a*) a means of notification provided by a person for the purposes of section 28A(1)(*b*) of the Accounting and Corporate Regulatory Authority Act 2004;

(*b*) an individual's date of birth obtained under this Act or section 28(1A) of the Accounting and Corporate Regulatory Authority Act 2004;

(*c*) any other prescribed information.

[Act 21 of 2024 wef 09/12/2024]

(6) Where —

(*a*) a document is filed or lodged with the Registrar under this Act by submitting a form on the electronic transaction system on or after the date of commencement of section 56 of the ACRA (Registry and Regulatory Enhancements) Act 2024; 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).

[28B

[35/2014]
[Act 21 of 2024 wef 09/12/2024]

Transitional provision for contact address

37.—(1) Where an individual maintained an alternate address with the Registrar under this Act immediately before the commencement date, that address is taken to be the individual's contact address for the purposes of this Act, until notice of a change in the individual's contact address is lodged under any ACRA administered Act on or after that date.

(2) Where an individual did not maintain an alternate address with the Registrar under this Act immediately before the commencement date, the individual's residential address is taken to be the individual's contact address for the purposes of this Act, until notice of a change in the individual's contact address is lodged under any ACRA administered Act on or after that date.

(3) An individual's contact address mentioned in subsection (1) or (2) is deemed, for the purposes of section 34(1)(*d*), to have been lodged with the Registrar under this Act.

(4) In this section, "commencement date" means the date of commencement of section 57 of the ACRA (Registry and Regulatory Enhancements) Act 2024.

[Act 21 of 2024 wef 09/12/2024]

PART 6

RECEIVERSHIP AND WINDING UP

Receivership

38. The provisions of the Fourth Schedule apply to the appointment of a receiver or receiver and manager of the property of a limited liability partnership, and to the receivership of a limited liability partnership.

[29

Winding up

39.—(1) The winding up of a limited liability partnership may be either voluntary or by the General Division of the High Court and, unless inconsistent with the context, the provisions of the Fifth Schedule apply to the winding up of a limited liability partnership in either of these modes.

[40/2019]

(2) The provisions of the Fifth Schedule relating to the remedies against the property of a limited liability partnership and the priorities of debts bind the Government.

[30

Amendment of Fourth and Fifth Schedules

40.—(1) Subject to subsections (2) and (3), the Minister may, by order in the *Gazette*, amend the Fourth or Fifth Schedule.

(2) The Minister must not amend the Fourth or Fifth Schedule to increase the maximum penalty for any of the offences in the Schedules.

(3) The Minister may amend the Fourth or Fifth Schedule to include a new offence provided that the maximum penalty for the new offence does not exceed a fine of $2,000 or a term of imprisonment of 12 months and, in the case of a continuing offence, the maximum penalty does not exceed a fine of $200 for every day or part of a day during which the offence continues after conviction.

(4) Any order made under subsection (1) must be presented to Parliament as soon as possible after publication in the *Gazette*.

[31

Debt owed to partner

41.—(1) Any sum due to a partner of a limited liability partnership (in the partner's capacity as a partner) is not a debt of the limited liability partnership payable to that partner in a case of competition between that partner and any other creditor who is not a partner, but any such sum may be taken into account for the purpose of the final adjustment of the rights of the partners among themselves.

(2) Subsection (1) does not apply to any sum due to a partner as repayment of a loan made in good faith by the partner to the limited liability partnership.

[32

PART 6A

REGISTER OF CONTROLLERS

Application of this Part

42.—(1) This Part applies to all limited liability partnerships other than a limited liability partnership that is set out in the Sixth Schedule.

[16/2017]

(1A) Despite subsection (1), sections 48(6), 49(6), 50(6), 50A(3), 51 and 52 apply to a person who is, or of whom there are reasonable grounds to believe is, a registrable controller of a limited liability partnership (other than a limited liability partnership that

is set out in the Sixth Schedule), whether or not the person is a limited liability partnership that is set out in the Sixth Schedule.

[Act 24 of 2025 wef 06/05/2026]

(2) The obligation to comply with this Part extends to all natural persons, whether resident in Singapore or not and whether citizens of Singapore or not, and to all entities, whether formed, constituted or carrying on business in Singapore or not.

[16/2017]

(3) This Part extends to acts done or omitted to be done outside Singapore.

[32A

[16/2017]

Interpretation of this Part

43. In this Part, unless the context otherwise requires —

"approved exchange" has the meaning given by section 2(1) of the Securities and Futures Act 2001;

"controller" means an individual controller or a corporate controller;

"corporate controller", in relation to a limited liability partnership, means a legal entity which has a significant interest in, or significant control over, the limited liability partnership;

"individual controller", in relation to a limited liability partnership, means an individual who has a significant interest in, or significant control over, the limited liability partnership;

"legal entity" means any body corporate formed or incorporated or existing in Singapore or outside Singapore and includes a foreign company;

"register of controllers" or "register", in relation to a limited liability partnership to which this Part applies, means the register that the limited liability partnership is required to keep of its registrable controllers under section 47(1), (1A), (2) or (3);

[Act 23 of 2024 wef 16/06/2025]

[*Deleted by Act 22 of 2024 wef 09/06/2025*]

"registered corporate service provider" has the meaning given by section 2(1) of the Corporate Service Providers Act 2024;

[Act 22 of 2024 wef 09/06/2025]

"significant control", in relation to a limited liability partnership, has the meaning given to it in the Seventh Schedule;

"significant interest", in relation to a limited liability partnership, has the meaning given to it in the Seventh Schedule.

[32B
[16/2017]

Meaning of "registrable"

44. For the purposes of this Part, in relation to a limited liability partnership (*X*), a controller (*A*) is registrable unless —

(*a*) *A*'s significant interest in or significant control over *X* is only through one or more controllers (*B*) of *X*;

(*b*) *A* is a controller of *B* (or each *B* if more than one); and

(*c*) *B* (or each *B* if more than one) is either —

(i) a limited liability partnership to which this Part applies and which is required to keep a register of controllers under section 47;

(ii) a limited liability partnership set out in the Sixth Schedule;

(iii) a company, or a foreign company to which Part 11A of the Companies Act 1967 applies, that is required to keep a register of controllers of companies or foreign companies under that Act;

(iv) a company that is set out in the Fourteenth Schedule to the Companies Act 1967;

(v) a foreign company that is set out in the Fifteenth Schedule to the Companies Act 1967;

(vi) a corporation whose shares are listed for quotation on an approved exchange; or

(vii) a trustee of an express trust to which Part 7 of the Trustees Act 1967 applies.

[32C
[16/2017]

State of mind of corporation, unincorporated association, etc.

45.—(1) Where, in a proceeding for an offence under this Part, it is necessary to prove the state of mind of a corporation in relation to a particular conduct, evidence

that —

(*a*) an officer, employee or agent of the corporation engaged in that conduct within the scope of the officer's, employee's or agent's actual or apparent authority; and

(*b*) the officer, employee or agent had that state of mind,

is evidence that the corporation had that state of mind.

[16/2017]

(2) Where, in a proceeding for an offence under this Part, it is necessary to prove the state of mind of an unincorporated association or a partnership in relation to a particular conduct, evidence that —

(*a*) an employee or agent of the unincorporated association or the partnership engaged in that conduct within the scope of the employee's or agent's actual or apparent authority; and

(*b*) the employee or agent had that state of mind,

is evidence that the unincorporated association or partnership had that state of mind.

[32D
[16/2017]

Meaning of "legal privilege"

46.—(1) For the purposes of this Part, information or a document is subject to legal privilege if —

(*a*) it is a communication made between a lawyer and a client, or between a legal counsel acting as legal counsel and the legal counsel's employer, in connection with the lawyer giving legal advice to the client or the legal counsel giving legal advice to the employer, as the case may be;

(*b*) it is a communication made between 2 or more lawyers acting for a client, or 2 or more legal counsel acting as legal counsel for their employer, in connection with one or more of the lawyers giving legal advice to the client or one or more of the legal counsel giving legal advice to the employer, as the case may be;

(*c*) it is a communication made —

(i) between a client, or an employer of a legal counsel, and another person;

(ii) between a lawyer acting for a client and either the client or another person; or

(iii) between a legal counsel acting as such for the legal counsel's employer and either the employer or another person,

in connection with, and for the purposes of, any legal proceedings (including anticipated or pending legal proceedings) in which the client or employer (as the case may be) is or may be, or was or might have been, a party;

(*d*) it is an item, or a document (including its contents), that is enclosed with or mentioned in any communication in paragraph (*a*) or (*b*) and that is made or prepared by any person in connection with a lawyer or legal counsel, or one or more of the lawyers or legal counsel, in either paragraph giving legal advice to the client or the employer of the legal counsel, as the case may be; or

(*e*) it is an item, or a document (including its contents), that is enclosed with or mentioned in any communication in paragraph (*c*) and that is made or prepared by any person in connection with, and for the purposes of, any legal proceedings (including anticipated or pending legal proceedings) in which the client or the employer of the legal counsel (as the case may be) is or may be, or was or might have been, a party,

but it is not any such communication, item or document that is made, prepared or held with the intention of furthering a criminal purpose.

[16/2017]

(2) In subsection (1) —

"client", in relation to a lawyer, includes an agent of or other person representing a client and, if a client has died, a personal representative of the client;

"employer", in relation to a legal counsel, includes —

(*a*) if the employer is one of a number of corporations that are related to each other under section 6 of the Companies Act 1967, every corporation so related as if the legal counsel is also employed by each of the related corporations;

(*b*) if the employer is a public agency within the meaning of section 128A(6) of the Evidence Act 1893 and the legal counsel is required as part of the legal counsel's duties of employment or appointment to provide legal advice or assistance in connection with the application of the law or any form of resolution of legal dispute to any other public agency or agencies, the other public agency or agencies as if the legal counsel is also employed by the other public

agency or each of the other public agencies; and

(*c*) an employee or officer of the employer;

"lawyer" means a solicitor or a professional legal adviser, and includes an interpreter or other person who works under the supervision of a solicitor or a professional legal adviser;

"legal counsel" means a legal counsel as defined in section 3(7) of the Evidence Act 1893, and includes an interpreter or other person who works under the supervision of a legal counsel.

[32E
[16/2017]

Register of controllers

47.—(1) A limited liability partnership registered under this Act on or after 31 March 2017 but before the appointed day, must keep a register of its registrable controllers not later than 30 days after the date of the limited liability partnership's registration.

[16/2017]
[Act 23 of 2024 wef 16/06/2025]

(1A) A limited liability partnership registered under this Act on or after the appointed day must keep a register of its registrable controllers starting on the date of its registration.

[Act 23 of 2024 wef 16/06/2025]

(2) A limited liability partnership registered under this Act before 31 March 2017 must keep a register of its registrable controllers not later than 60 days after that date.

[16/2017]

(3) If a limited liability partnership that is not a limited liability partnership to which this Part applies subsequently becomes a limited liability partnership to which this Part applies, the limited liability partnership must keep a register of its registrable controllers not later than 60 days after the date on which this Part applies or re-applies to the limited liability partnership.

[16/2017]

(4) A limited liability partnership must ensure that its register —

(*a*) contains such particulars of the limited liability partnership's registrable individual controllers and registrable corporate controllers as may be prescribed;

(*aa*) contains the note and prescribed particulars required under section 47A(3), if applicable;

[Act 2 of 2022 wef 04/10/2022]

(*b*) is updated if any change to the prescribed particulars mentioned in paragraph (*a*) or (*aa*) occurs; and

[Act 2 of 2022 wef 04/10/2022]

(*c*) is kept in such form and at such place as may be prescribed.

[16/2017]

(5) A limited liability partnership must enter the particulars in its register and update the register within the prescribed time and in the prescribed manner.

[16/2017]

(6) A limited liability partnership must —

(*a*) enter the particulars of any controller in its register, or update the particulars of that controller in the register, after the particulars of that controller are confirmed by the controller; or

(*b*) if the limited liability partnership does not receive the controller's confirmation, enter or update the particulars with a note indicating that the particulars have not been confirmed by the controller.

[16/2017]

(7) For the purposes of subsection (6)(*a*), the particulars of the controller to be entered, or updated, in a register must be confirmed by the controller in the prescribed manner.

[16/2017]

(8) Subject to section 53, a limited liability partnership must not disclose, or make available for inspection, a register or any particulars contained in the register to any member of the public.

[16/2017]

(9) If a limited liability partnership fails to comply with —

(*a*) subsection (1), (1A), (2) or (3), whichever is applicable; or

[Act 23 of 2024 wef 16/06/2025]

(*b*) subsection (4), (5), (6) or (8),

the limited liability partnership, and every partner of the limited liability partnership who is in default, shall each be guilty of an offence and shall each be liable on conviction to a fine not exceeding $25,000.

[Act 23 of 2024 wef 16/06/2025]

(10) In this section, "appointed day" means the date of commencement of section 16 of the Companies and Limited Liability Partnerships (Miscellaneous Amendments) Act 2024.

Additional particulars

47A.—(1) This section applies where a limited liability partnership knows, or has reasonable grounds to believe —

(*a*) that the limited liability partnership has no registrable controller; or

(*b*) that the limited liability partnership has a registrable controller but has not been able to identify the registrable controller.

(2) Where this section applies, each partner with executive control of the limited liability partnership is, subject to subsection (9), taken to be a registrable controller of the limited liability partnership for the purposes of this Part.

(3) Where this section applies, the limited liability partnership must enter the following in its register of controllers:

(*a*) a note stating —

(i) that the limited liability partnership knows, or has reasonable grounds to believe, as the case may be —

(A) that the limited liability partnership has no registrable controller; or

(B) that the limited liability partnership has a registrable controller but has not been able to identify the registrable controller; and

(ii) that each partner with executive control of the limited liability partnership is taken to be a registrable controller of the limited liability partnership under subsection (2);

(*b*) the prescribed particulars of each partner with executive control of the limited liability partnership.

(4) A limited liability partnership must enter the matters mentioned in subsection (3) in its register of controllers within the prescribed period after —

(*a*) in the case of a limited liability partnership that knows, or has reasonable grounds to believe, that it has no registrable controller — the date on which the limited liability partnership knows, or has reasonable grounds to believe, that the limited liability partnership has no registrable controller;

or

(*b*) in the case of a limited liability partnership that knows, or has reasonable grounds to believe, that it has a registrable controller but has not been able to identify the registrable controller — the date on which the limited liability partnership, having taken the reasonable steps required by section 48(1), forms the opinion that it is unable to identify the registrable controller.

(5) A limited liability partnership must, within the prescribed period after the date on which the limited liability partnership knows, or has reasonable grounds to believe, that any change in the particulars entered in its register of controllers under subsection (3)(*b*) has occurred, update its register of controllers to reflect the change.

(6) If a limited liability partnership mentioned in subsection (1) enters the particulars of a registrable controller in its register of controllers under section 47(6), the limited liability partnership must, at the same time, enter in its register of controllers a note stating —

(*a*) that each partner with executive control of the limited liability partnership is no longer taken to be a registrable controller of the limited liability partnership under subsection (2); and

(*b*) the date on which the particulars of the registrable controller were entered in its register of controllers under section 47(6).

(7) If a limited liability partnership fails to comply with subsection (3), (4), (5) or (6), the limited liability partnership, and every partner of the limited liability partnership who is in default, shall each be guilty of an offence and shall each be liable on conviction to a fine not exceeding $25,000.

[Act 23 of 2024 wef 16/06/2025]

(8) In this section, "partner with executive control", in relation to a limited liability partnership, means a partner of the limited liability partnership who exercises executive control over the daily or regular affairs of the limited liability partnership through a senior management position.

(9) Despite anything in this Part, a reference in section 47(6) or (7), 48(1) or (2), 49(1) or (7), 50(1), 50A(1) or (6), 51(1) or 52(1) to a controller or a registrable controller does not include a partner taken to be a registrable controller under subsection (2).

[Act 23 of 2024 wef 16/06/2025]
[Act 2 of 2022 wef 04/10/2022]

Limited liability partnership's duty to investigate and obtain information

48.—(1) A limited liability partnership must take reasonable steps to find out and identify the registrable controllers of the limited liability partnership.

[16/2017]

(2) A limited liability partnership (*A*) —

(*a*) must give a notice to any person (*B*) whom *A* knows or has reasonable grounds to believe is a registrable controller in relation to *A*, requiring *B* —

(i) to state whether *B* is or is not a registrable controller of *A*;

(ii) to state whether *B* knows or has reasonable grounds to believe that any other person (*C*) is a registrable controller of *A* or is likely to have that knowledge and to give such particulars of *C* that are within *B*'s knowledge; and

(iii) to provide such other information as may be prescribed; and

(*b*) must give a notice to any person (*D*) whom *A* knows, or has reasonable grounds to believe knows, the identity of a person who is a registrable controller of *A* or who is likely to have that knowledge, requiring *D* —

(i) to state whether *D* knows or has reasonable grounds to believe that any other person (*E*) is a registrable controller of *A* or is likely to have that knowledge and to give such particulars of *E* that are within *D*'s knowledge; and

(ii) to provide such other information as may be prescribed.

[16/2017]

(3) A notice mentioned in subsection (2) —

(*a*) must state that the addressee must comply with the notice not later than the time prescribed for compliance;

(*b*) must be in such form, contain such particulars and be sent in such manner, as may be prescribed; and

(*c*) must be given within such period as may be prescribed after the limited liability partnership first knows the existence of, or first has reasonable grounds to believe that there exists, a person to whom a notice must be given under that subsection.

[16/2017]

(4) Subsection (2) does not require a limited liability partnership to give notice to any person in respect of any information that is required to be stated or provided pursuant to the notice if the information was previously provided by that person or by any registered

corporate service provider on behalf of that person.

[16/2017]
[Act 22 of 2024 wef 09/06/2025]

(5) If a limited liability partnership fails to comply with subsection (2) or (3), the limited liability partnership, and every partner of the limited liability partnership who is in default, shall each be guilty of an offence and shall each be liable on conviction to a fine not exceeding $25,000.

[16/2017]
[Act 23 of 2024 wef 16/06/2025]

(6) An addressee of a notice under subsection (2) must comply with the notice within the time specified in the notice for compliance except that an addressee is not required to provide any information that is subject to legal privilege.

[16/2017]

(7) An addressee of a notice under subsection (2) who fails to comply with subsection (6) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $25,000.

[Act 23 of 2024 wef 16/06/2025]

[32G
[16/2017]

Limited liability partnership's duty to keep information up-to-date

49.—(1) If a limited liability partnership knows or has reasonable grounds to believe that a relevant change has occurred in the particulars of a registrable controller that are stated in the limited liability partnership's register of controllers, the limited liability partnership must give notice to the registrable controller —

(*a*) to confirm whether or not the change has occurred; and

(*b*) if the change has occurred —

(i) to state the date of the change; and

(ii) to provide the particulars of the change.

[16/2017]

(2) A limited liability partnership must give the notice mentioned in subsection (1) within such period as may be prescribed after it first knows of the change or first has reasonable grounds to believe that the change has occurred.

[16/2017]

(3) Section 48(3)(*a*) and (*b*) applies to a notice under this section as it applies to a notice under that section.

[16/2017]

(4) Subsection (1) does not require a limited liability partnership to give notice to any person in respect of any information that was previously provided by that person or by any registered corporate service provider on behalf of that person.

[16/2017]
[Act 22 of 2024 wef 09/06/2025]

(5) If a limited liability partnership fails to comply with subsection (1) or (2), or section 48(3)(*a*) and (*b*) as applied by subsection (3), the limited liability partnership, and every partner of the limited liability partnership who is in default, shall each be guilty of an offence and shall each be liable on conviction to a fine not exceeding $25,000.

[Act 23 of 2024 wef 16/06/2025]
[16/2017]

(6) An addressee of a notice under subsection (1) who fails to comply with the notice within the time specified in the notice for compliance shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $25,000.

[Act 23 of 2024 wef 16/06/2025]
[16/2017]

(7) For the purposes of this section, a relevant change occurs if —

(*a*) a person ceases to be a registrable controller in relation to the limited liability partnership; or

(*b*) any other change occurs as a result of which the particulars of the registrable controller in the limited liability partnership's register of controllers are incorrect or incomplete.

[32H
[16/2017]

Limited liability partnership's duty to correct information

50.—(1) If a limited liability partnership knows or has reasonable grounds to believe that any of the particulars of a registrable controller that are stated in the limited liability partnership's register is incorrect, the limited liability partnership must give notice to the registrable controller to confirm whether the particulars are correct and, if not, to provide the correct particulars.

[16/2017]

(2) A limited liability partnership must give the notice mentioned in subsection (1) within such period as may be prescribed after it first knows or first has reasonable grounds to believe that the information is incorrect.

[16/2017]

(3) Section 48(3)(*a*) and (*b*) applies to a notice under this section as it applies to a notice under that section.

[16/2017]

(4) Subsection (1) does not require a limited liability partnership to give notice to any person in respect of any information that was previously provided by that person or by any registered corporate service provider on behalf of that person.

[16/2017]
[Act 22 of 2024 wef 09/06/2025]

(5) If a limited liability partnership fails to comply with subsection (1) or (2), or section 48(3)(*a*) and (*b*) as applied by subsection (3), the limited liability partnership, and every partner of the limited liability partnership who is in default, shall each be guilty of an offence and shall each be liable on conviction to a fine not exceeding $25,000.

[Act 23 of 2024 wef 16/06/2025]
[16/2017]

(6) An addressee of a notice under subsection (1) who fails to comply with the notice within the time specified in the notice for compliance shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $25,000.

[Act 23 of 2024 wef 16/06/2025]
[32I
[16/2017]

Limited liability partnership's duty to ensure information in register is up-to-date and correct

50A.—(1) A limited liability partnership must, at the prescribed frequency, give a notice to each registrable controller whose particulars are stated in the limited liability partnership's register of controllers for the following purposes:

(*a*) to require the registrable controller to confirm whether or not a relevant change has occurred and, if the change has occurred, to —

(i) state the date of the change; and

(ii) provide the particulars of the change;

(*b*) to require the registrable controller to confirm whether the stated particulars of the registrable controller are correct and, if not, to provide the correct particulars.

(2) The notice mentioned in subsection (1) must —

(*a*) state that the addressee must comply with the notice not later than the time specified for compliance (which must be the prescribed time); and

(*b*) be in such form, contain such particulars and be sent in such manner, as may be prescribed.

(3) An addressee of a notice under subsection (1) must comply with the notice no

later than the time specified in the notice for compliance.

(4) If a limited liability partnership fails to comply with subsection (1) or (2), the limited liability partnership, and every partner of the limited liability partnership who is in default, shall each be guilty of an offence and shall each be liable on conviction to a fine not exceeding $25,000.

(5) An addressee of a notice under subsection (1) who fails to comply with subsection (3) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $25,000.

(6) For the purposes of this section, a relevant change occurs if —

(*a*) the registrable controller ceases to be one in relation to the limited liability partnership; or

(*b*) any other change occurs as a result of which the particulars of the registrable controller stated in the limited liability partnership's register of controllers are incorrect or incomplete.

[Act 23 of 2024 wef 16/06/2025]

Controller's duty to provide information

51.—(1) A person who knows or ought reasonably to know that the person is a registrable controller in relation to a limited liability partnership must —

(*a*) notify the limited liability partnership that the person is a registrable controller in relation to the limited liability partnership;

(*b*) state the date, to the best of the person's knowledge, on which the person became a registrable controller in relation to the limited liability partnership; and

(*c*) provide such other information as may be prescribed.

[16/2017]

(2) The person mentioned in subsection (1) must comply with the requirements of that subsection within such period as may be prescribed after the date on which that person first knew or ought reasonably to have known that that person was a registrable controller.

[16/2017]

(3) A person need not comply with the requirements of subsection (1) if the person has received a notice from the limited liability partnership under section 48(2) and has complied with the requirements of the notice within the time specified in the notice for compliance.

[16/2017]

(4) If a person fails to comply with subsection (1) or (2), the person shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $25,000.

[Act 23 of 2024 wef 16/06/2025]

[32J

[16/2017]

Controller's duty to provide change of information

52.—(1) A person who is a registrable controller in relation to a limited liability partnership who knows, or ought reasonably to know, that a relevant change has occurred in the prescribed particulars of the registrable controller must notify the limited liability partnership of the relevant change —

(*a*) stating the date that the change occurred; and

(*b*) providing the particulars of the change.

[16/2017]

(2) The person mentioned in subsection (1) must comply with the requirements of that subsection within such period as may be prescribed after the date on which that person first knew or ought reasonably to have known of the relevant change.

[16/2017]

(3) A person need not comply with the requirements of subsection (1) if the person has received a notice from the limited liability partnership under section 49(1) and has complied with the requirements of the notice within the time specified in the notice for compliance.

[16/2017]

(4) Any person who fails to comply with subsection (1) or (2) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $25,000.

[Act 23 of 2024 wef 16/06/2025]
[16/2017]

(5) For the purposes of this section, a relevant change occurs if —

(*a*) a person ceases to be a registrable controller in relation to the limited liability partnership; or

(*b*) there is a change in the person's contact details or such other particulars as may be prescribed.

[32K

[16/2017]

Power to enforce

53.—(1) The Registrar or an officer of the Authority may —

(*a*) require a limited liability partnership to which this Part applies to produce its register and any other document relating to that register or the keeping of that register;

(*b*) inspect, examine and make copies of the register and any document so produced; and

(*c*) make any inquiry that may be necessary to ascertain whether the provisions of this Part are complied with.

[16/2017]

(2) Where any register or document mentioned in subsection (1) is kept in electronic form —

(*a*) the power of the Registrar or an officer of the Authority in subsection (1)(*a*) to require the register or any document to be produced includes the power to require a copy of the register or document to be made available in legible form and subsection (1)(*b*) applies accordingly in relation to any copy so made available; and

(*b*) the power of the Registrar or an officer of the Authority under subsection (1)(*b*) to inspect the register or any document includes the power to require any person on the premises in question to give the Registrar or the officer of the Authority any assistance that the Registrar or officer may reasonably require to enable the Registrar or officer to inspect and make copies of the register or document in legible form, and to make records of the information contained in them.

[16/2017]

(3) The powers conferred on the Registrar or an officer of the Authority under subsections (1) and (2) may be exercised by a public agency to enable the public agency to administer or enforce any written law.

[16/2017]

(4) Any person who fails to comply with any requirement imposed under subsection (1) or (2) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $25,000.

[Act 23 of 2024 wef 16/06/2025]
[16/2017]

(4A) Despite section 79, a person who, in complying with a requirement imposed, or in answering an inquiry made, under subsection (1) or (2), provides any information that is false or misleading in a material particular to the Registrar or an officer of the Authority, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $25,000.

[Act 23 of 2024 wef 16/06/2025]

(4B) In proceedings for an offence under subsection (4A), it is a defence to the charge for the accused to prove, on a balance of probabilities, that the accused took all reasonable steps and exercised all due diligence to ensure that the information provided was not false or misleading.

[Act 23 of 2024 wef 16/06/2025]

(5) This section applies in addition to any power of the Registrar or an inspector under section 77 or 78.

[16/2017]

(6) In this section, "public agency" means a public officer, an Organ of State or a ministry or department of the Government, or a public authority established by or under any public Act for a public purpose or a member, an officer or an employee, or any department, of the public authority.

[32L

[16/2017]

Central register of controllers

54.—(1) This section applies where the Minister, by notification in the *Gazette*, directs the Registrar to maintain a central register of controllers of limited liability partnerships.

[16/2017]

(2) Where the Minister has directed the Registrar to maintain a central register of controllers of limited liability partnerships under subsection (1) —

(*a*) the Registrar must keep a central register of controllers consisting of the particulars contained in the registers kept by limited liability partnerships to which this Part applies; and

(*b*) the Registrar may require any limited liability partnership to which this Part applies to lodge with the Registrar —

(i) all particulars contained in the limited liability partnership's register maintained under section 47 (including the matters mentioned in section 47A(3)); and

[Act 2 of 2022 wef 04/10/2022]

(ii) all updates to the limited liability partnership's register that occur after the lodgment of the particulars under sub-paragraph (i).

[16/2017]

(3) Where the Registrar requires a limited liability partnership to lodge with the Registrar the particulars, matters and updates mentioned in subsection (2)(*b*), the limited

liability partnership must lodge the particulars, matters and updates in the prescribed form and manner and within the prescribed time.

[Act 2 of 2022 wef 30/05/2022]

(4) If a limited liability partnership fails to comply with subsection (3), the limited liability partnership, and every partner of the limited liability partnership who is in default, shall each be guilty of an offence and shall each be liable on conviction to a fine not exceeding $25,000.

[16/2017]
[Act 2 of 2022 wef 30/05/2022]
[Act 23 of 2024 wef 16/06/2025]

(5) Subject to subsection (6), the Registrar must not disclose, or make available for inspection, the central register of controllers of limited liability partnerships kept by the Registrar under this section to any member of the public.

[Act 23 of 2024 wef 16/06/2025]

(6) The Registrar may disclose prescribed information in the central register of controllers of limited liability partnerships to prescribed persons under prescribed circumstances.

[Act 23 of 2024 wef 16/06/2025]

(7) To avoid doubt, different information and persons may be prescribed under subsection (6) for different prescribed circumstances.

[Act 23 of 2024 wef 16/06/2025]

[32M

[16/2017]

Codes of practice, etc.

55.—(1) The Registrar may issue one or more codes, guidance, guidelines, policy statements and practice directions for all or any of the following purposes:

(*a*) to provide guidance to limited liability partnerships in relation to the operation or administration of any provision of this Part;

(*b*) generally for carrying out the purposes of this Part.

[16/2017]

(2) The Registrar may publish any such code, guidance, guideline, policy statement or practice direction, in such manner as the Registrar thinks fit.

[16/2017]

(3) The Registrar may revoke, vary, revise or amend the whole or any part of any code, guidance, guideline, policy statement or practice direction issued under this section in such manner as the Registrar thinks fit.

[16/2017]

(4) Where amendments are made under subsection (3) —

(*a*) the other provisions of this section apply, with the necessary modifications, to the amendments as they apply to the code, guidance, guideline, policy statement and practice direction; and

(*b*) any reference in this Act or any other written law to the code, guidance, guideline, policy statement or practice direction however expressed is to be treated, unless the context otherwise requires, as a reference to the code, guidance, guideline, policy statement or practice direction as so amended.

[16/2017]

(5) The failure by any person to comply with any of the provisions of a code, guidance, guideline, policy statement or practice direction issued under this section that applies to that person does not of itself render that person liable to criminal proceedings but any such failure may, in any proceedings whether civil or criminal, be relied upon by any party to the proceedings as tending to establish or to negate any liability which is in question in the proceedings.

[16/2017]

(6) Any code, guidance, guideline, policy statement or practice direction issued under this section —

(*a*) may be of general or specific application; and

(*b*) may specify that different provisions apply to different circumstances or provide for different cases or classes of cases.

[16/2017]

(7) It is not necessary to publish any code, guidance, guideline, policy statement or practice direction issued under this section in the *Gazette*.

[32N

[16/2017]

Exemption

56. The Minister may, by order in the *Gazette*, exempt any person or class of persons from all or any of the provisions of this Part.

[32O

[16/2017]

Amendment of Sixth and Seventh Schedules

57.—(1) The Minister may, by order in the *Gazette*, amend —

(*a*) the Sixth Schedule in relation to the list of limited liability partnerships to which this Part does not apply; and

(*b*) the Seventh Schedule in relation to the meanings of "significant control" and "significant interest".

[16/2017]

(2) All orders made under this section must be presented to Parliament as soon as possible after publication in the *Gazette*.

[32P
[16/2017]

PART 7

MISCELLANEOUS

Restriction on undischarged bankrupt being manager of limited liability partnership

58.—(1) Any person who, being an undischarged bankrupt (whether adjudicated bankrupt by a court in Singapore or elsewhere), acts as manager of any limited liability partnership without the permission of the General Division of the High 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.

[40/2019]
[Act 25 of 2021 wef 01/04/2021]

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

[40/2019]

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

[33
[40/2019]
[Act 25 of 2021 wef 01/04/2021]

Disqualification of unfit managers of insolvent limited liability partnerships

59.—(1) The General Division of the High Court may —

(*a*) on the application of the Minister or the Official Receiver as provided for in subsection (11); and

(*b*) on being satisfied as to the matters referred to in subsection (2),

make an order disqualifying a person specified in the order from being a manager of a limited liability partnership for a period specified in the order not exceeding 5 years from the date of the making of the order (called in this section a disqualification order).

[40/2019]

(2) The General Division of the High Court is to make a disqualification order under subsection (1) if it is satisfied that —

(*a*) the person against whom the order is sought has been given at least 14 days' notice of the application for the order;

(*b*) the person is or has been a manager of a limited liability partnership which has gone into liquidation (whether while the person was a manager or within 3 years of the person ceasing to be a manager of the limited liability partnership) and which was insolvent at the date of its liquidation; and

(*c*) the person's conduct as a manager of that limited liability partnership taken alone or taken together with the person's conduct as a manager of any other limited liability partnership or a director of any other corporation makes the person unfit to be a manager of a limited liability partnership.

[40/2019]

(3) If in the case of a person who is or has been a manager of a limited liability partnership which is —

(*a*) being wound up by the General Division of the High Court, it appears to the Official Receiver or to the liquidator, if the liquidator is not the Official Receiver; or

(*b*) being wound up otherwise than as mentioned in paragraph (*a*), it appears to the liquidator,

that the conditions mentioned in subsection (2)(*b*) and (*c*) are satisfied as respects that person, the Official Receiver or the liquidator (as the case may be) must immediately report the matter to the Minister.

[40/2019]

(4) The Minister may require the Official Receiver or the liquidator or the former liquidator of a limited liability partnership to —

(*a*) provide the Minister with any information with respect to any person's conduct as a manager of the limited liability partnership; and

(*b*) produce and permit inspection of any books, papers and other records relevant to that person's conduct as such a manager,

that the Minister may reasonably require for the purpose of exercising or determining whether to exercise any of the Minister's functions under this section.

(5) If any person fails to comply with any requirement under subsection (4), the General Division of the High Court may, on the Minister's application, make an order requiring that person to make good the default within the time specified in the order.

[40/2019]

(6) For the purposes of this section —

(*a*) the date of liquidation of a limited liability partnership is —

(i) if the limited liability partnership is wound up by the General Division of the High Court, the date of the filing of the winding up application;

(ii) where a provisional liquidator is appointed under paragraph 37 of the Fifth Schedule, the date the declaration made under that paragraph is lodged with the Registrar; and

(iii) in any other case, the date of the passing of the resolution for winding up;

(*b*) a limited liability partnership is taken to be insolvent if it is unable to pay its debts, within the meaning of that expression in paragraph 3(2) of the Fifth Schedule; and

(*c*) references to a person's conduct as a manager of any limited liability partnership or director of any corporation include, where any of those entities have become insolvent, references to that person's conduct in relation to any matter connected with or arising out of the insolvency of that entity.

[40/2019]

(7) In deciding whether a person's conduct as a manager of any particular limited liability partnership makes the person unfit to be a manager of a limited liability partnership as is mentioned in subsection (2)(*c*), the General Division of the High Court, in relation to the person's conduct as a manager of that limited liability partnership, is to have regard —

(*a*) generally to the matters mentioned in subsection (8); and

(*b*) in particular, to the matters mentioned in subsection (9),

even though the manager has not been convicted or may not be criminally liable in respect of any of these matters.

[40/2019]

(8) The matters mentioned in subsection (7)(*a*) to which the General Division of the High Court is to have regard generally are —

(*a*) whether there has been any misfeasance or breach of any fiduciary or other duty by the manager in relation to the limited liability partnership;

(*b*) whether there has been any misapplication or retention by the manager of, or any conduct by the manager giving rise to an obligation to account for, any money or other property of the limited liability partnership; and

(*c*) the extent of the manager's responsibility for any failure by the limited liability partnership to comply with any provision of this Act.

[40/2019]

(9) The matters mentioned in subsection (7)(*b*) to which the General Division of the High Court is to have regard in particular are —

(*a*) the extent of the manager's responsibility for the causes of the limited liability partnership becoming insolvent;

(*b*) the extent of the manager's responsibility for any failure by the limited liability partnership to supply any goods or services which have been paid for (in whole or in part);

(*c*) the extent of the manager's responsibility for the limited liability partnership entering into any transaction liable to be set aside under paragraph 8(1) of the Fifth Schedule; and

(*d*) whether the causes of the limited liability partnership becoming insolvent are attributable to its carrying on business in a particular industry where the risk of insolvency is generally recognised to be higher.

[40/2019]

(10) The Minister may, by order in the *Gazette*, add to, vary or amend the matters mentioned in subsection (8) or (9) and that order may contain any transitional provisions that appear to the Minister to be necessary or expedient.

(11) In the case of a person who is or has been a manager of a limited liability partnership which has gone into liquidation and is being wound up by the General Division of the High Court, an application under this section must be made by the Official Receiver but in any other case an application must be made by the Minister.

[40/2019]

(12) On a hearing of an application under this section —

(*a*) the Minister or the Official Receiver (as the case may be) must appear and

call the attention of the General Division of the High Court to any matter which appears to him or her to be relevant (and for this purpose the Minister may be represented) and may give evidence or call witnesses; and

(*b*) the person against whom an order is sought may appear and personally give evidence or call witnesses.

[40/2019]

(13) A person who acts as receiver or receiver and manager is not liable to have a disqualification order made against the person in respect of acts done in the person's capacity as receiver or receiver and manager, as the case may be.

(14) Nothing in this section prevents a person who is disqualified pursuant to an order made under subsection (1) from applying for permission of the General Division of the High Court to be a manager of a limited liability partnership.

[40/2019]
[Act 25 of 2021 wef 01/04/2021]

(15) On the hearing of an application made under subsection (14), the Minister or the Official Receiver must appear (and for this purpose the Minister may be represented) and call the attention of the General Division of the High Court to any matter which appears to him or her to be relevant to the application and may himself or herself give evidence or call witnesses.

[40/2019]

(16) Any person who contravenes a disqualification order made under this section 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.

[34

Disqualification of managers of limited liability partnerships wound up on grounds of national security or interest

60.—(1) Subject to subsections (2) and (3), where a limited liability partnership is ordered to be wound up by the General Division of the High Court under paragraph 3(1)(*f*) of the Fifth Schedule on the ground that it is being used for purposes against national security or interest, the General Division of the High Court may, on the application of the Minister, make an order (called in this section a disqualification order) disqualifying any person who is a manager of that limited liability partnership from being a manager of any limited liability partnership for a period of 3 years from the date of the making of the winding up order.

[40/2019]

(2) A disqualification order is not to be made by the General Division of the High Court against any person under subsection (1) unless the General Division of the High

Court is satisfied that the person against whom the order is sought has been given at least 14 days' notice of the Minister's application for the order.

[40/2019]

(3) A disqualification order is not to be made by the General Division of the High Court against any person under subsection (1) if the person proves to the satisfaction of the General Division of the High Court that —

(*a*) the limited liability partnership had been used for purposes against national security or interest without the person's consent or connivance; and

(*b*) the person had exercised such diligence to prevent the limited liability partnership from being so used as the person ought to have exercised having regard to the nature of the person's function in that capacity and to all the circumstances.

[40/2019]

(4) Any person who contravenes a disqualification order made under subsection (1) 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.

[35

Disqualification to act as manager on conviction for certain offences

61.—(1) Where a person is convicted (whether in Singapore or elsewhere) of any offence involving fraud or dishonesty punishable with imprisonment for 3 months or more, the person is subject to the disqualifications provided in subsection (3).

(2) Where a person is convicted in Singapore of —

(*a*) any offence in connection with the formation or management of a limited liability partnership; or

(*b*) any offence under paragraph 93 of the Fifth Schedule,

the court may make a disqualification order in addition to any other sentence imposed.

[35/2014]

(3) Subject to any permission which the General Division of the High Court may give pursuant to an application under subsection (5), a person who —

(*a*) is disqualified under subsection (1); or

(*b*) has had a disqualification order made against the person under subsection (2),

must not act as a manager of a limited liability partnership during the period of the disqualification or disqualification order.

[35/2014; 40/2019]
[Act 25 of 2021 wef 01/04/2021]

(4) Where a disqualified person —

(*a*) has not been sentenced to imprisonment, the disqualifications in subsection (3) take effect upon conviction and continue for a period of 5 years or for such shorter period as the court may order under subsection (2);

(*b*) has been sentenced to imprisonment, the disqualifications in subsection (3) take effect upon conviction and continue for a period of 5 years after his or her release from prison.

(5) A person who —

(*a*) is disqualified under subsection (1); or

(*b*) has had a disqualification order made against the person under subsection (2),

may apply to the General Division of the High Court for permission to act as a manager of a limited liability partnership during the period of the disqualification or disqualification order, upon giving the Minister at least 14 days' notice of the person's intention to apply for such permission.

[35/2014; 40/2019]
[Act 25 of 2021 wef 01/04/2021]

(6) On the hearing of any application under subsection (5), the Minister may be represented at the hearing and may oppose the granting of the application.

[35/2014]

(7) A person who contravenes subsection (3) 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.

[35/2014]

(8) Without affecting section 87, a District Court may make a disqualification order under this section.

[36

Disqualification under Companies Act 1967

62.—(1) Subject to any permission which the General Division of the High Court may give pursuant to an application under subsection (2), a person who is subject to a disqualification or disqualification order under section 149, 149A or 154 of the Companies Act 1967 must not act as manager of a limited liability partnership during the period of the disqualification or disqualification order.

[35/2014; 40/2019]
[Act 25 of 2021 wef 01/04/2021]

(2) A person who is subject to a disqualification or disqualification order under section 149 or 154 of the Companies Act 1967 may apply to the General Division of the High Court for permission to act as a manager of a limited liability partnership during the period of the disqualification or disqualification order, upon giving the Minister at least 14 days' notice of the person's intention to apply for such permission.

[35/2014; 40/2019]
[Act 25 of 2021 wef 01/04/2021]

(3) On the hearing of any application under subsection (2), the Minister may be represented at the hearing and may oppose the granting of the application.

[35/2014]

(4) Any person who contravenes subsection (1) 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.

[37

Power of Registrar to strike defunct limited liability partnership off register

63.—(1) Where the Registrar has reasonable cause to believe that a limited liability partnership is not carrying on business or is not in operation, the Registrar may send to the limited liability partnership and its managers and partners a letter to that effect and stating that, if an answer showing cause to the contrary is not received within 30 days after the date of the letter, a notice will be published in the *Gazette* with a view to striking the name of the limited liability partnership off the register.

[35/2014]

(2) Unless the Registrar receives an answer within 30 days after the date of the letter to the effect that the limited liability partnership is carrying on business or is in operation, the Registrar may publish in the *Gazette* and send to the limited liability partnership by registered post a notice that at the expiry of 60 days after the date of that notice the name of the limited liability partnership mentioned in the notice will, unless cause is shown to the contrary in the form and manner specified in section 66, be struck off the register and the limited liability partnership will be dissolved.

[35/2014]

(3) If in any case where a limited liability partnership is being wound up the Registrar has reasonable cause to believe that —

(*a*) no liquidator is acting;

(*b*) the affairs of the limited liability partnership are fully wound up and, for a period of 6 months, the liquidator has been in default in lodging any return required to be made by the liquidator; or

(*c*) the affairs of the limited liability partnership have been fully wound up under Part 2 of the Fifth Schedule and there are no assets or the assets available are not sufficient to pay the costs of obtaining an order of the General Division of the High Court dissolving the limited liability partnership,

the Registrar may publish in the *Gazette* and send to the limited liability partnership or the liquidator (if any) a notice to the same effect as that mentioned in subsection (2).

[40/2019]

(4) At the expiry of the time mentioned in the notice, the Registrar may, unless cause to the contrary is previously shown, strike the name of the limited liability partnership off the register, and must publish notice thereof in the *Gazette*.

(5) On the publication in the *Gazette* of the notice mentioned in subsection (4), the limited liability partnership is dissolved; but —

(*a*) the liability (if any) of every officer and partner of the limited liability partnership shall continue and may be enforced as if the limited liability partnership had not been dissolved; and

(*b*) nothing in this subsection affects the power of the General Division of the High Court to wind up a limited liability partnership the name of which has been struck off the register.

[40/2019]

(6) If any person feels aggrieved by the name of the limited liability partnership having been struck off the register, the General Division of the High Court, on an application made by the person at any time within 6 years after the striking off, may order the name of the limited liability partnership to be restored to the register if the General Division of the High Court is satisfied that —

(*a*) the limited liability partnership was, at the time of the striking off, carrying on business or in operation; or

(*b*) it is just, that the name of the limited liability partnership be restored to the register.

[35/2014; 40/2019]

(7) Upon a copy of the order referred to in subsection (6) being lodged with the Registrar, the limited liability partnership is deemed to have continued in existence as if its name had not been struck off, and the General Division of the High Court may by the order give such directions and make such provisions as seem just for placing the limited liability partnership and all other persons in the same position as nearly as may be as if the name of the limited liability partnership had not been struck off.

[40/2019]

(8) A notice to be sent under this section to a liquidator may be addressed to the liquidator at the liquidator's last known place of business, and a letter or notice to be sent under this section to a limited liability partnership may be addressed to the limited liability partnership at its registered office or, if no office has been registered, to the care of any officer of the limited liability partnership.

(9) The Registrar must ensure that —

(*a*) such particulars of the limited liability partnership mentioned in subsection (1) and of his or her belief that the limited liability partnership is not carrying on business or is not in operation, as he or she may determine, is sent to —

(i) the Inland Revenue Authority of Singapore established under the Inland Revenue Authority of Singapore Act 1992; and

(ii) the Central Provident Fund Board established under the Central Provident Fund Act 1953; and

(*b*) the substance of the notices to be published in the *Gazette* under subsections (2), (3) and (4) is also published on the Authority's website.

[35/2014]

(10) The provisions of the Fifth Schedule relating to —

(*a*) the dissolution of a limited liability partnership apply to a limited liability partnership struck off the register under this section; and

(*b*) the remedies against the property of a limited liability partnership and the priorities of debts bind the Government.

[38

Striking off on application by limited liability partnership

64.—(1) The Registrar may, on the application by a limited liability partnership, strike the limited liability partnership's name off the register on such grounds and subject to such conditions as may be prescribed.

[35/2014]

(2) An application under subsection (1) is to be made on the limited liability partnership's behalf by its partners or by a majority of them.

[35/2014]

(3) Upon receipt of the application, the Registrar must, if satisfied that the grounds and conditions (if any) mentioned in subsection (1) are satisfied, send to the limited liability partnership and its partners and managers a letter informing them of the

application and stating that if an answer showing cause to the contrary in the form and manner specified in section 66 is not received within 30 days after the date of the letter, a notice, details of which are set out in subsection (4), will be published in the *Gazette* with a view to striking the name of the limited liability partnership off the register.

[35/2014]

(4) The Registrar may not strike a limited liability partnership's name off the register under this section until after the expiry of 60 days after the publication by the Registrar in the *Gazette* of a notice —

(*a*) stating that the Registrar intends to exercise the power under this section in relation to the limited liability partnership; and

(*b*) inviting any person to show cause why that should not be done within such period as may be prescribed.

[35/2014]

(5) If no person shows cause or sufficient cause within the period mentioned in subsection (4)(*b*) as to why the name of the limited liability partnership should not be struck off the register, the Registrar must strike off the name of the limited liability partnership from the register and publish a notice in the *Gazette* of the limited liability partnership's name having been so struck off.

[35/2014]

(6) On the publication of the notice in the *Gazette* under subsection (5), the limited liability partnership is dissolved.

[35/2014]

(7) Despite the dissolution of the limited liability partnership under subsection (6) —

(*a*) the liability (if any) of every officer and partner of the limited liability partnership shall continue and may be enforced as if the limited liability partnership had not been dissolved; and

(*b*) nothing in this section affects the power of the General Division of the High Court to wind up a limited liability partnership the name of which has been struck off the register.

[35/2014; 40/2019]

(8) The Registrar must ensure that —

(*a*) such particulars of the limited liability partnership and of the application mentioned in subsection (1), as he or she may determine, is sent to —

(i) the Inland Revenue Authority of Singapore established under the Inland Revenue Authority of Singapore Act 1992; and

(ii) the Central Provident Fund Board established under the Central Provident Fund Act 1953; and

(*b*) the substance of the notices to be published in the *Gazette* under subsections (4) and (5) is also published on the Authority's website.

[35/2014]

(9) The Registrar may, for the purposes of this section, send notices to the limited liability partnership by ordinary post or in any other prescribed manner.

[38A

[35/2014]

Withdrawal of application

65.—(1) The applicant or applicants may, by written notice to the Registrar, withdraw an application to strike a limited liability partnership's name off the register under section 64 at any time before the limited liability partnership's name is struck off the register.

[35/2014]

(2) Upon receipt of the notice mentioned in subsection (1), the Registrar must —

(*a*) send to the limited liability partnership by ordinary post a notice that the application to strike the limited liability partnership's name off the register has been withdrawn; and

(*b*) publish a notice on the Authority's website that the application to strike the limited liability partnership's name off the register has been withdrawn.

[38B

[35/2014]

Objections to striking off

66.—(1) Where a notice is given or published by the Registrar under section 63(2) or 64(4) of the Registrar's intention to strike the limited liability partnership's name off the register, any person may deliver, not later than the date specified in the notice, an objection to the striking off on the ground that there is reasonable cause why the name of the limited liability partnership should not be so struck off, including that the limited liability partnership does not satisfy any of the prescribed grounds for striking off referred to in section 63(1) or 64(1).

[35/2014]

(2) An objection to the striking off mentioned in subsection (1) must be given to the Registrar by notice in the prescribed form and manner.

[35/2014]

(3) Upon receipt of a notice of objection, which is made in the prescribed form and manner, within the time referred to in subsection (1), the Registrar must —

(*a*) where applicable, give the applicant or applicants of an application for striking the name of the limited liability partnership off the register notice of the objection; and

(*b*) in deciding whether to allow the objection, take into account such considerations as may be prescribed.

[38C
[35/2014]

Application for administrative restoration to register

67.—(1) Subject to such conditions as may be prescribed, an application may be made to the Registrar to restore to the register the name of a limited liability partnership whose name has been struck off the register by the Registrar under section 63, if no application has been or is being made to the General Division of the High Court to restore the name of the limited liability partnership to the register under section 63(6).
[35/2014; 40/2019]

(2) An application under this section may be made whether or not the limited liability partnership has in consequence been dissolved.
[35/2014]

(3) An application under this section may only be made by a former partner of the limited liability partnership.
[35/2014]

(4) An application under this section is not valid unless the application is received by the Registrar within 6 years after the date on which the limited liability partnership is dissolved.

[38D
[35/2014]

Registrar's decision on application for administrative restoration

68.—(1) The Registrar must give notice to the applicant of the decision on an application under section 67.
[35/2014]

(2) If the Registrar's decision is that the name of the limited liability partnership should be restored to the register —

(*a*) the restoration takes effect as from the date that notice is sent; and

(*b*) the Registrar must —

(i) enter in the register a note of the date on which the restoration takes effect; and

(ii) cause notice of the restoration to be published in the *Gazette* and on the Authority's website.

[35/2014]

(3) The notice under subsection (2)(*b*)(ii) must state —

(*a*) the name of the limited liability partnership or, if the limited liability partnership is restored to the register under a different name, that name and its former name;

(*b*) the limited liability partnership's registration number; and

(*c*) the date on which the restoration of the name of the limited liability partnership to the register takes effect.

[35/2014]

(4) If the Registrar's decision is that the name of the limited liability partnership should not be restored to the register, the person who made the application under section 67 or any other person aggrieved by the Registrar's decision may appeal to the General Division of the High Court.

[35/2014; 40/2019]

(5) On an appeal made under subsection (4), the General Division of the High Court may —

(*a*) confirm the Registrar's decision; or

(*b*) restore the name of the limited liability partnership to the register and give any directions and make any orders that the General Division of the High Court is empowered to give and make under section 70(3).

[38E

[35/2014; 40/2019]

Registrar may restore limited liability partnership deregistered by mistake

69.—(1) The Registrar may, on his or her own initiative, restore the name of a limited liability partnership to the register if he or she is satisfied that the name of the limited liability partnership has been struck off the register and the limited liability partnership is dissolved under section 63 or 64 as a result of a mistake of the Registrar.

[35/2014]

(2) In subsection (1), a reference to a mistake of the Registrar excludes a mistake that is made on the basis of wrong, false or misleading information given by the applicant in

connection with the application for striking the name of the limited liability partnership off the register under section 64.

[35/2014]

(3) The Registrar may restore the name of a limited liability partnership to the register by publishing in the *Gazette* and on the Authority's website a notice declaring the restoration, and the restoration takes effect on the date of publication of the notice.

[38F

[35/2014]

Effect of restoration

70.—(1) If the name of a limited liability partnership is restored to the register under section 68(2) or 69, or on appeal to the General Division of the High Court under section 68(5), the limited liability partnership is regarded as having continued in existence as if its name had not been struck off the register.

[35/2014; 40/2019]

(2) The limited liability partnership is not liable to a penalty under section 30(5) for failing to lodge its annual declaration referred to in section 30(1) within the time or extended time referred to in section 30(3) and (4), if such time or extended time ended —

(*a*) after the date of dissolution or striking off; and

(*b*) before the restoration of the name of the limited liability partnership to the register.

[35/2014]

(3) On the application by any person, the General Division of the High Court may give any directions and make any orders that seem just for placing the limited liability partnership and all other persons in the same position (as nearly as may be) as if the limited liability partnership had not been dissolved or its name had not been struck off the register.

[35/2014; 40/2019]

(4) An application to the General Division of the High Court for such directions or orders may be made any time within 3 years after the date of restoration of the name of the limited liability partnership to the register.

[38G

[35/2014; 40/2019]

Retention of books and papers upon striking off

71.—(1) Where the name of a limited liability partnership has been struck off and the limited liability partnership dissolved under section 63 or 64, a person who was a partner or manager of the limited liability partnership immediately before the limited liability

partnership was dissolved must ensure that all books and papers of the limited liability partnership are retained for a period of at least 5 years after the date on which the limited liability partnership was dissolved.

[16/2017]

(2) A person who breaches subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $2,000.

[38H
[16/2017]

False representation as to registration as limited liability partnership

72. If any person in any way holds out that a business is registered as a limited liability partnership under this Act, that person shall, unless at that time the business was duly registered as a limited liability partnership under this Act, 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.

[39
[35/2014]

Rectification by General Division of High Court

73.—(1) Where it appears to the General Division of the High Court, as a result of evidence adduced before it by an applicant limited liability partnership, that any particular recorded in a register is erroneous or defective, the General Division of the High Court may, by order, direct the Registrar to rectify the register on such terms and conditions as seem to the General Division of the High Court just and expedient and that are specified in the order, and the Registrar must, upon receipt of the order, rectify the register accordingly.

[35/2014; 40/2019]

(2) An order of the General Division of the High Court made under subsection (1) may require that a fresh document, showing the rectification, be filed by the applicant limited liability partnership with the Registrar, together with a copy of the order of the General Division of the High Court and a copy of the application to the General Division of the High Court.

[40
[40/2019]

Rectification by Registrar on application

74.—(1) Despite section 73, an officer of a limited liability partnership may lodge a notice with the Registrar of —

(*a*) any error contained in any document relating to the limited liability partnership filed or lodged with the Registrar; or

(*b*) any error in the filing or lodgment of any document relating to the limited liability partnership with the Registrar.

[35/2014]

(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.

[35/2014]

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

[35/2014]

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

[40A

[35/2014]

Rectification or updating on Registrar's initiative

75.—(1) The Registrar may rectify or update any particulars or document contained in a register, 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 liability partnership or person and —

(i) other information in the register relating to that limited liability partnership or person; or

(ii) other information relating to that limited liability partnership or person obtained from such department or Ministry of the Government, or statutory body or other body corporate as may be prescribed.

[35/2014]

(2) Before the Registrar rectifies or updates the register under subsection (1), the Registrar must, except under prescribed circumstances, give written notice to the limited liability 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.

[35/2014]

(3) The limited liability partnership or 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.

[35/2014]

(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.

[35/2014]

(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*).

[35/2014]

(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.

[35/2014]

(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 the limited liability partnership to which the particulars or document relates, its partners or its officers take such steps within such time as the Registrar may specify to ensure that the error or defect is rectified.

[40B

[35/2014]

Electronic transaction system

76.—(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 established under Part 6A of the Accounting and Corporate Regulatory Authority Act 2004.

[18/2014]

(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.

[41
[18/2014]

Inspection

77.—(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 into any premises at which he or she has reason to believe any person is carrying on business and to make any examination and inquiry that 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.

[43

Power of Registrar to obtain further information

78.—(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 past or present partner or manager of a limited liability 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 referred to in subsection (1) to make such further declaration or supply such further particulars as the Registrar may require.

(3) Any person who, without lawful excuse, fails to comply with any summons or requirement of the Registrar under this section 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.

[44

Penalty for providing false information to Registrar

79. Any person who 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, 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.

[45

Composition of offences

80.—(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 one half of the amount of the maximum fine that is prescribed for the offence, or a sum not exceeding $5,000, whichever is lower.

(2) The Minister may make regulations to prescribe the offences that may be compounded.

(3) [*Deleted by Act 24 of 2025 wef 06/05/2026*]

Officers and inspectors deemed to be public servants

81. All officers and inspectors appointed under this Act are deemed to be public servants for the purposes of the Penal Code 1871.

[47

Destruction of old records

82. The Registrar may destroy or give to the National Archives of Singapore any document lodged, filed or registered with the Registrar and which has been microfilmed or converted to electronic form if in the Registrar's opinion it is no longer necessary or desirable to retain the document.

[48

Enforcement of duty to make returns

83.—(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 75(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, a District Court or Magistrate's Court 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.

[35/2014]

(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.

[49

Offences by limited liability partnerships

84. Where an offence under this Act committed by a limited liability partnership is proved —

(*a*) to have been committed with the consent or connivance of a partner or manager of that limited liability partnership; or

(*b*) to be attributable to any neglect on the part of the partner or manager of that limited liability partnership,

the partner or manager of that limited liability partnership (as the case may be), as well as that limited liability partnership, shall be guilty of the offence and shall be liable to be proceeded against and punished accordingly.

[50

Offences by other bodies corporate and partnerships, etc.

85.—(1) Where an offence under this Act committed by a body corporate (other than a limited liability partnership) is proved —

(*a*) to have been committed with the consent or connivance of an officer of that body corporate; or

(*b*) to be attributable to any neglect on the part of the officer of that body corporate,

the officer of that body corporate, as well as that 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) Where an offence under this Act committed by a partnership (other than a limited liability partnership) is proved —

(*a*) to have been committed with the consent or connivance of a partner; or

(*b*) to be attributable to any neglect on the part of the partner,

the partner, as well as the partnership, shall be guilty of the offence and shall be liable to be proceeded against and punished accordingly.

(4) Where an offence under this Act committed by an unincorporated association (other than a partnership) is proved —

(*a*) to have been committed with the consent or connivance of an officer of the unincorporated association or a member of its governing body; or

(*b*) to be attributable to any neglect on the part of the officer or member,

the officer or member (as the case may be), as well as the unincorporated association,

shall be guilty of the offence and shall be liable to be proceeded against and punished accordingly.

(5) In this section —

"officer" —

(*a*) in relation to a body corporate means any director, 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; or

(*b*) in relation to an unincorporated association (other than a partnership), means the president, the secretary, or any member of the committee of the unincorporated association, or any person holding a position analogous to that of president, secretary or member of a committee and includes any person purporting to act in any such capacity;

"partner" includes a person purporting to act as a partner.

(6) Regulations may provide for the application of any provision of this section, with any modifications that the Minister considers appropriate, to any body corporate or unincorporated association formed or recognised under the law of a territory outside Singapore.

[51

Authority and its employees not liable to suit

86.—(1) The Registrar, any public officer or any member, officer or employee of the Authority shall not be under any liability in respect of any error or inaccuracy in a register or in respect of any error or inaccuracy (whether in the copying or otherwise) in any certificate, certified extract, copy or other document made or issued under this Act and no court is to entertain any suit or other proceedings or damages in respect of any such matter.

(2) Despite anything to the contrary in any written law, the Authority shall not be under any liability or be liable to be sued in respect of any of the matters referred to in subsection (1).

[52

Jurisdiction of District Court

87. Despite any provision to the contrary in the Criminal Procedure Code 2010, a District Court has jurisdiction to try any offence under this Act and has power to impose

the full penalty or punishment in respect of the offence.

[53

Evidence

88.—(1) Subject to subsection (3), a document or certificate issued by the Registrar in connection with the administration or enforcement of this Act or with an investigation carried out under this Act is admissible as evidence in any proceedings under this Act and is prima facie evidence of the facts stated therein.

(2) For the purposes of this section, a document purporting to be a certificate mentioned in subsection (1) on its production by the prosecution is, until the contrary is proved, deemed to be such a certificate.

(3) A certificate mentioned in subsection (1) must not be received in evidence under that subsection unless the person charged has been given —

(*a*) a copy of the certificate; and

(*b*) notice of the intention of the prosecution to produce the certificate as evidence in the proceedings,

at least 10 clear days before the commencement of the proceedings.

(4) Where a certificate of the Registrar is admitted in evidence under subsection (1), the person charged may require the Registrar to be called as a witness for the prosecution and be cross-examined as if he or she had given evidence of the matters stated in the certificate.

[54

General penalties

89. Any person guilty of an offence under this Act for which no penalty is expressly provided shall be liable on conviction to a fine not exceeding $10,000.

[55

Regulations

90.—(1) The Minister may make regulations for carrying out the purposes and provisions of this Act.

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

(*a*) the registration and regulation of foreign limited liability 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 business name which may be used by a limited liability partnership registered under this Act;

(*f*) 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;

(*g*) the persons or classes of persons who are to be exempted from the payment of any fee or part of a fee;

(*h*) the penalties for the late lodgment of documents;

(*i*) the waiver, refund or remission, whether wholly or in part, of any fee or penalty chargeable under this Act;

(*j*) prescribing all matters and things which are required or permitted to be prescribed otherwise than by rules, under or for the purposes of this Act.

[35/2014]

(3) The Minister may, in making any regulations, provide that any contravention of, or failure or neglect to comply with, any provision of the regulations or any directive issued by the Registrar pursuant to the regulations shall be an offence punishable with a fine not exceeding $5,000 or with imprisonment for a term not exceeding 12 months or with both and, in the case of a continuing offence, with a further fine not exceeding $200 for every day or part of a day during which the offence continues after conviction.

(4) In this section, "foreign limited liability partnership" means a partnership formed, registered or incorporated outside Singapore in which the liability of the partners is limited, and having such other features as may be prescribed by the Minister.

[56

Rules

91. The Rules Committee constituted under section 80 of the Supreme Court of Judicature Act 1969 may make rules —

(*a*) with respect to proceedings and the practice and procedure of the General Division of the High Court under this Act;

(*b*) with respect to any matter or thing which is by the Fifth Schedule required

or permitted to be prescribed by rules;

(*c*) without limiting this section, with respect to fees and costs in the General Division of the High Court and with respect to rules as to meetings ordered by the General Division of the High Court; and

(*d*) generally with respect to the winding up of limited liability partnerships.

[57
[40/2019]

Criminal liability of partners and managers of limited liability partnerships under other written laws

92.—(1) A culpable officer provision applies, with the necessary modifications, to a limited liability partnership as if the reference in that provision to a director (or a person purporting to act as a director) were a reference to a partner or manager (or a person purporting to act as a partner or manager, as the case may be) of the limited liability partnership.

(2) A culpable officer provision is a provision in any written law to the effect that where a body corporate, corporation or company is guilty of a particular offence, a director of the body corporate, corporation or company is also guilty of that offence in any one or more of the following circumstances:

(*a*) if the offence is proved to have been committed with his or her authority;

(*b*) if the offence is proved to have been committed with his or her consent or connivance;

(*c*) if the offence is proved to be attributable to or to have been facilitated by any neglect on his or her part;

(*d*) if the offence is proved to be attributable to any act or default on his or her part;

(*e*) if he or she fails to prove that the offence was committed without his or her consent or connivance, and that he or she had exercised such diligence to prevent the commission of the offence as he or she ought to have exercised having regard to the nature of his or her functions in that capacity and to all the circumstances.

[58

Service of documents on limited liability partnerships under other written laws

93. A provision in any written law for the service of notices, orders or documents on a body corporate, corporation or company applies, with the necessary modifications, to a

limited liability partnership as it applies to the body corporate, corporation or company, and a reference in that provision to the secretary or other similar officer of the body corporate, corporation or company is a reference to the manager of the limited liability partnership.

[59

Service of documents on partner and manager

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

[59A
[35/2014]
[Act 21 of 2024 wef 09/12/2024]

FIRST SCHEDULE

Section 14

DEFAULT PROVISIONS FOR LIMITED LIABILITY PARTNERSHIPS

1. The mutual rights and duties of the partners and the mutual rights and duties of the limited liability partnership and the partners are determined, subject to the terms of any limited liability partnership agreement, by the provisions in this Schedule.

2. All the partners of a limited liability partnership are entitled to share equally in the capital and profits of the limited liability partnership.

3. The limited liability partnership must indemnify each partner in respect of payments made and personal liabilities incurred by the partner —

(*a*) in the ordinary and proper conduct of the business of the limited liability partnership; or

(*b*) in or about anything necessarily done for the preservation of the business or property of the limited liability partnership.

4. Every partner may take part in the management of the limited liability partnership.

5. A partner is not entitled to remuneration for acting in the business or management of the limited liability partnership.

6. A person must not be introduced as a partner without the consent of all existing partners.

7. Any matter or issue relating to the limited liability partnership must be decided by resolution passed by a majority in number of the partners, and for this purpose, each partner has one vote.

8. Each partner must render true accounts and full information of all things affecting the limited

liability partnership to the other partners or their legal representatives.

9. If a partner, without the consent of the limited liability partnership, carries on any business of the same nature as and competing with the limited liability partnership, the partner must account for and pay over to the limited liability partnership all profits made by the partner in that business.

10. Every partner must account to the limited liability partnership for any benefit derived by the partner without the consent of the limited liability partnership from any transaction concerning the limited liability partnership, or from any use by the partner of the property, name or any business connection of the limited liability partnership.

11. No majority of the partners can expel any partner unless a power to do so has been conferred by express agreement between the partners.

SECOND SCHEDULE

Section 26

CONVERSION FROM FIRM TO LIMITED LIABILITY PARTNERSHIP

Interpretation

1. In this Schedule, "convert" has the meaning given by section 26(5).

Eligibility for conversion

2. A firm may apply to convert to a limited liability partnership in accordance with this Schedule if and only if the partners of the limited liability partnership to which the firm is to be converted, comprises all the partners of the firm and no one else.

Statements to be lodged

3. A firm may apply to convert to a limited liability partnership by lodging with the Registrar —

(*a*) a statement by all of its partners, in such medium and form as the Registrar may determine, containing the following particulars:

(i) the name and registration number (if applicable) of the firm; and

(ii) the date on which the firm was registered under the Business Names Registration Act 2014 or any written law (if applicable); and

(*b*) the statement mentioned in section 19(1).

Registration of conversion

4. On receiving the statements mentioned in paragraph 3, the Registrar must, subject to the provisions of this Act, register the statements and issue a notice of registration in such form as the Registrar may determine stating that the limited liability partnership is, on and from the date specified in the notice, registered under this Act.

Registrar may refuse to register

5.—(1) Nothing in this Schedule requires the Registrar to register any limited liability partnership if the Registrar is not satisfied with the particulars or other information provided under the provisions of this Act.

(2) The Registrar may, in any particular case, require the statements mentioned in paragraph 3 to be verified in such manner as the Registrar considers fit.

Effect of registration

6. On and from the date of registration specified in the notice of registration issued under paragraph 4 (called in this Schedule the date of registration) —

(*a*) there is to be a limited liability partnership by the name specified in the notice of registration registered under this Act, with all the attributes described in Part 2 of this Act and subject to the provisions of this Act;

(*b*) all movable and immovable property vested in the firm, all assets, interests, rights, privileges, liabilities, obligations relating to the firm and the whole of the undertaking of the firm are to be transferred to and vest in the limited liability partnership without further assurance, act or deed; and

(*c*) the firm is to be deemed to be dissolved and, if earlier registered under the Business Names Registration Act 2014, recorded as converted to a limited liability partnership under that Act.

Registration in relation to property

7. If any property to which paragraph 6(*b*) applies is registered with any authority, the limited liability partnership must, as soon as practicable after the date of registration, take all necessary steps as required by the relevant authority to notify the authority of the conversion and of the particulars of the limited liability partnership in such medium and form as the authority may determine.

Pending proceedings

8. All proceedings by or against the firm which are pending on the date of registration may be continued, completed and enforced by or against the limited liability partnership.

Continuance of conviction, ruling, order or judgment

9. Any conviction, ruling, order or judgment in favour of or against the firm may be enforced by or against the limited liability partnership.

Existing agreements

10. Every agreement to which the firm was a party immediately before the date of registration, whether or not of such nature that the rights and liabilities under the agreement could be assigned, has effect as from that day as if —

(*a*) the limited liability partnership were a party to that agreement instead of the firm; and

(*b*) for any reference to the firm, there were substituted in respect of anything to be done on or after the date of registration a reference to the limited liability partnership.

Existing contracts, etc.

11. All deeds, contracts, schemes, bonds, agreements, applications, instruments and arrangements subsisting immediately before the date of registration relating to the firm or to which the firm is a party, continue in force on and after that date as if they relate to the limited liability partnership and are enforceable by or against the limited liability partnership as if the limited liability partnership were named in them or were a party to them instead of the firm.

Continuance of employment

12. Every contract of employment to which paragraph 10 or 11 applies continues in force on or after the date of registration as if the limited liability partnership were the employer under the contract instead of the firm.

Existing appointment, authority or power

13.—(1) Every appointment of the firm in any role or capacity which is in force immediately before the date of registration takes effect and operates from that date as if the limited liability partnership were appointed.

(2) Any authority or power conferred on the firm which is in force immediately before the date of registration takes effect and operates from that date as if it were conferred on the limited liability partnership.

Application of paragraphs 6 to 13

14. Paragraphs 6 to 13 do not apply to any approval, permit or licence issued under any written law to the firm which is in force immediately before the date of registration of the limited liability partnership.

Partner liable for liabilities and obligations of firm before conversion

15.—(1) Despite paragraphs 6 to 13, every partner of a firm that has converted to a limited liability partnership continues to be personally liable (jointly and severally with the limited liability partnership) for the liabilities and obligations of the firm which were incurred prior to the conversion or which arose from any contract entered into prior to the conversion.

(2) If any such partner discharges any liability or obligation referred to in sub-paragraph (1), the partner is entitled (subject to any agreement with the limited liability partnership to the contrary) to be fully indemnified by the limited liability partnership in respect of such liability or obligation.

Notice of conversion in invoices and correspondence

16.—(1) The limited liability partnership must ensure that for a period of 12 months commencing 14 days after the date of registration, every invoice or official correspondence of the limited liability partnership bears the following:

(*a*) a statement that it was, as from the date of registration, converted from a firm to a limited liability partnership; and

(*b*) the name and registration number (if applicable) of the firm from which it was converted.

(2) Any limited liability partnership which contravenes sub-paragraph (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.

[29/2014]

THIRD SCHEDULE

Section 27

CONVERSION FROM PRIVATE COMPANY TO LIMITED LIABILITY PARTNERSHIP

Interpretation

1. In this Schedule —

"company" means a private company within the meaning of the Companies Act 1967;

"convert" has the meaning given by section 27(5).

Eligibility for conversion

2. A company may apply to convert to a limited liability partnership in accordance with this Schedule if and only if —

(*a*) there is no security interest in its assets subsisting or in force at the time of application; and

(*b*) the partners of the limited liability partnership to which it converts comprises all the shareholders of the company and no one else.

Statements to be lodged

3. A company may apply to convert to a limited liability partnership by lodging with the Registrar —

(*a*) a statement by all of its shareholders in such medium and form as the Registrar may determine containing the following particulars:

(i) the name and registration number of the company; and

(ii) the date on which the company was incorporated under the Companies Act 1967; and

(*b*) the statement mentioned in section 19(1).

Registration of conversion

4. On receiving the statements mentioned in paragraph 3, the Registrar must, subject to the provisions of this Act, register the statements and issue a notice of registration in such form as the Registrar may determine stating that the limited liability partnership is, on and from the date specified in the notice, registered under this Act.

Registrar may refuse to register

5.—(1) Nothing in this Schedule requires the Registrar to register any limited liability partnership if the Registrar is not satisfied with the particulars or other information provided under the provisions of this Act.

(2) The Registrar may, in any particular case, require the statements referred to in paragraph 3 to be verified in such manner as the Registrar considers fit.

Effect of registration

6. On and from the date of registration specified in the notice of registration issued under paragraph 4 (called in this Schedule the date of registration) —

(*a*) there is to be a limited liability partnership by the name specified in the notice of registration registered under this Act with all the attributes described in Part 2 of this Act and subject to the provisions of this Act;

(*b*) all movable and immovable property vested in the company, all assets, interests, rights, privileges, liabilities, obligations relating to the company and the whole of the undertaking of the company are to be transferred to and vest in the limited liability partnership without further assurance, act or deed; and

(*c*) the company is to be deemed to be dissolved and removed from the register of companies under the Companies Act 1967.

Registration in relation to property

7. If any property to which paragraph 6(*b*) applies is registered with any authority, the limited liability partnership must, as soon as practicable after the date of registration, take all necessary steps as required by the relevant authority to notify the authority of the conversion and of the particulars of the limited liability partnership in such medium and form as the authority may determine.

Pending proceedings

8. All proceedings by or against the company which are pending on the date of registration may be continued, completed and enforced by or against the limited liability partnership.

Continuance of conviction, ruling, order or judgment

9. Any conviction, ruling, order or judgment in favour of or against the company may be enforced by or against the limited liability partnership.

Existing agreements

10. Every agreement to which the company was a party immediately before the date of registration, whether or not of such nature that the rights and liabilities under the agreement could be assigned, has effect as from that day as if —

(*a*) the limited liability partnership were a party to such an agreement instead of the company; and

(*b*) for any reference to the company, there were substituted in respect of anything to be done on or after the date of registration a reference to the limited liability partnership.

Existing contracts, etc.

11. All deeds, contracts, schemes, bonds, agreements, applications, instruments and arrangements subsisting immediately before the date of registration relating to the company or to which the company is a party, continue in force on and after that date as if they relate to the limited liability partnership and are

enforceable by or against the limited liability partnership as if the limited liability partnership were named in them or were a party to them instead of the company.

Continuance of employment

12. Every contract of employment to which paragraph 10 or 11 applies continues in force on or after the date of registration as if the limited liability partnership were the employer under the contract instead of the company.

Existing appointment, authority or power

13.—(1) Every appointment of the company in any role or capacity which is in force immediately before the date of registration takes effect and operates from that date as if the limited liability partnership were appointed.

(2) Any authority or power conferred on the company which is in force immediately before the date of registration takes effect and operates from that date as if it were conferred on the limited liability partnership.

Application of paragraphs 6 to 13

14. Paragraphs 6 to 13 do not apply to any approval, permit or licence issued under any written law to the company which is in force immediately before the date of registration of the limited liability partnership.

Notice of conversion in invoices and correspondence

15.—(1) The limited liability partnership must ensure that for a period of 12 months commencing 14 days after the date of registration, every invoice or official correspondence of the limited liability partnership bears the following:

(*a*) a statement that it was, as from the date of registration, converted from a company to a limited liability partnership; and

(*b*) the name and registration number of the company from which it was converted.

(2) Any limited liability partnership which contravenes sub-paragraph (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.

FOURTH SCHEDULE

Sections 38 and 40

RECEIVERS AND MANAGERS

Interpretation

1. In this Schedule —

"Court" means the General Division of the High Court;

"public accountant" has the meaning given by section 2 of the Accountants Act 2004.

Disqualification for appointment as receiver

2.—(1) The following are not qualified to be appointed and must not act as receiver of the property of a limited liability partnership:

(*a*) a corporation;

(*b*) an undischarged bankrupt;

(*c*) a chargee or other security holder of any property of the limited liability partnership;

(*d*) an auditor of the limited liability partnership;

(*e*) a partner, manager or employee of the limited liability partnership;

(*f*) a director, secretary or employee of any corporation that is a chargee or other security holder of the property of the limited liability partnership;

(*g*) any person who is neither a licensed insolvency practitioner nor the Official Receiver.

(2) Nothing in sub-paragraph (1)(*a*) or (*g*) applies to any corporation authorised by any written law to act as receiver of the property of a limited liability partnership.

Liability of receiver

3.—(1) Any receiver or other authorised person entering into possession of any assets of a limited liability partnership for the purpose of enforcing any charge is, despite any agreement to the contrary, but without affecting the receiver's or person's rights against the limited liability partnership or any other person, liable for debts incurred by the receiver or person in the course of the receivership or possession for services rendered, goods purchased or property hired, leased, used or occupied.

(2) Sub-paragraph (1) is not to be so construed as to constitute the person entitled to the charge a mortgagee in possession.

(3) A receiver or manager of the property of a limited liability partnership may apply to the Court for directions in relation to any matter arising in connection with the performance of the receiver's or manager's functions.

(4) Where a receiver or manager has been appointed to enforce any charge for the benefit of holders of debentures of the limited liability partnership, any such debenture holder may apply to the Court for directions in relation to any matter arising in connection with the performance of the functions of the receiver or manager.

Power of Court to fix remuneration of receiver or manager

4.—(1) The Court may, on application by the liquidator of a limited liability partnership, by order fix the amount to be paid by way of remuneration to any person who, under the powers contained in any instrument, has been appointed as receiver or manager of the property of the limited liability partnership.

(2) Where no previous order has been made, the power of the Court —

(*a*) extends to fixing the remuneration for any period before the order is made or applied for;

(*b*) is exercisable even though the receiver or manager has died or ceased to act before the order

is made or applied for; and

(*c*) where the receiver or manager has been paid or has retained as remuneration any amount in excess of that fixed for any period before the order is made, extends to requiring the receiver or manager or the personal representatives of the receiver or manager to account for the excess (or any part of it) as may be specified in the order.

(3) The power conferred by sub-paragraph (2)(*c*) must not be exercised as respects any period before the order is applied for unless in the opinion of the Court there are special circumstances making it proper for the power to be so exercised.

(4) The Court may, on an application made either by the liquidator or by the receiver or manager, vary or amend an order made under this paragraph.

Appointment of liquidator as receiver

5. Where an application is made to the Court to appoint a receiver on behalf of the debenture holders or other creditors of a limited liability partnership which is being wound up by the Court, the liquidator may be appointed as receiver.

Notification of appointment of receiver or manager

6.—(1) If any person obtains an order for the appointment of a receiver or manager of the property of a limited liability partnership or appoints such a receiver or manager under any powers contained in any instrument, the person must, within 7 days after the person has obtained the order or made the appointment, lodge notice of the fact with the Registrar.

(2) Where any person appointed as receiver or manager of the property of a limited liability partnership under the powers contained in any instrument ceases to act as such, the person must, within 7 days after ceasing to act, lodge with the Registrar notice to that effect.

(3) Every person who fails to comply with the requirements of this paragraph 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.

Statement that receiver or manager appointed

7.—(1) Where a receiver or manager of the property of a limited liability partnership has been appointed, every invoice, order for goods or business letter issued by or on behalf of the limited liability partnership or the receiver or manager or the liquidator of the limited liability partnership, being a document on or in which the name of the limited liability partnership appears, must contain a statement immediately following the name of the limited liability partnership that a receiver or manager has been appointed.

(2) If sub-paragraph (1) is contravened, the limited liability partnership and every officer and every liquidator of the limited liability partnership and every receiver or manager who knowingly and wilfully authorises or permits the contravention shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $1,000.

Provisions as to information where receiver or manager appointed

8.—(1) Where a receiver or manager of the property of a limited liability partnership (called in this

paragraph and in paragraph 9 the receiver) is appointed —

(*a*) the receiver must immediately send notice to the limited liability partnership of the appointment;

(*b*) there must, within 14 days after receipt of the notice, or such longer period as may be allowed by the Court or by the receiver, be made out and submitted to the receiver in accordance with paragraph 9 a statement in the prescribed form as to the affairs of the limited liability partnership; and

(*c*) the receiver must within 30 days after receipt of the statement —

(i) lodge with the Registrar a copy of the statement and of any comments the receiver sees fit to make;

(ii) send to the limited liability partnership a copy of any such comments mentioned in sub-paragraph (i), or if the receiver does not see fit to make any comment, a notice to that effect; and

(iii) where the receiver is appointed by or on behalf of the holders of debentures of the limited liability partnership, send to the trustees (if any) for those holders a copy of the statement and the receiver's comments.

(2) Sub-paragraph (1) does not apply in relation to the appointment of a receiver or manager to act with an existing receiver or manager or in place of a receiver or manager dying or ceasing to act, except that, where that sub-paragraph applies to a receiver or manager who dies or ceases to act before that sub-paragraph has been fully complied with, the references in sub-paragraph (1)(*b*) and (*c*) to the receiver (subject to sub-paragraph (3)) include references to the receiver's successor and to any continuing receiver or manager.

(3) Where the limited liability partnership is being wound up, this paragraph and paragraph 9 apply even though the receiver and the liquidator are the same person, but with any necessary modifications arising from that fact.

(4) If any person fails to comply with any of the requirements of this paragraph, the person shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $2,000 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.

Special provisions as to statement submitted to receiver

9.—(1) The statement as to the affairs of a limited liability partnership required by paragraph 8 to be submitted to the receiver must show as at the date of the receiver's appointment the particulars of the limited liability partnership's assets, debts and liabilities, the names and addresses of its creditors, the securities held by them respectively, the dates when the securities were respectively given and any further or other information that may be prescribed.

(2) The statement must be submitted by, and be verified by affidavit of, one or more of the persons who were at the date of the receiver's appointment the managers of the limited liability partnership, or by such of the following persons, as the receiver may require to submit and verify the statement:

(*a*) persons who are or have been officers;

(*b*) persons who have taken part in the formation of the limited liability partnership at any time

within one year before the date of the receiver's appointment; or

(*c*) persons who are in the employment of the limited liability partnership, or have been in the employment of the limited liability partnership within that year, and are in the opinion of the receiver capable of giving the information required.

(3) Any person making the statement and affidavit is allowed and must be paid by the receiver (or the receiver's successor) out of the receiver's receipts, such costs and expenses incurred in and about the preparation and making of the statement and affidavit as the receiver (or the successor) may consider reasonable, subject to an appeal to the Court.

(4) If any person fails to comply with the requirements of this paragraph, the person 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.

(5) For the purposes of this paragraph —

(*a*) "officer", in relation to a corporation, has the meaning given by section 4(1) of the Companies Act 1967; and

(*b*) references to the receiver's successor include a continuing receiver or manager.

Lodging of accounts of receivers and managers

10.—(1) Every receiver or manager of the property of a limited liability partnership must —

(*a*) within 30 days after the end of the period of 6 months from the date of the receiver's or manager's appointment and of every subsequent period of 6 months and within 30 days after ceasing to act as receiver or manager, lodge with the Registrar a detailed account in the prescribed form showing —

(i) the receipts and payments during each period of 6 months, or, where the receiver or manager ceases to act as such, during the period from the end of the period to which the last preceding account related or from the date of appointment (as the case may be) up to the date of so ceasing;

(ii) the aggregate amount of those receipts and payments during all preceding periods since the appointment; and

(iii) where the appointment is pursuant to the powers contained in any instrument, the amount owing under that instrument at the time of the appointment, in the case of the first account, and at the end of every 6 months after the appointment and, where the receiver or manager has ceased to act as such, at the date of so ceasing, and an estimate of the total value of all assets of the limited liability partnership which are subject to that instrument; and

(*b*) before lodging such account, verify by affidavit all accounts and statements referred to in the affidavit.

(2) The Registrar may, of his or her own motion or on the application of the limited liability partnership or a creditor, cause the accounts to be audited by a public accountant appointed by the

Registrar, and for the purpose of the audit the receiver or manager must provide the auditor with such vouchers and information as the auditor requires and the auditor may at any time require the production of and inspect any books of account kept by the receiver or manager or any document or other records relating to the accounts.

(3) Where the Registrar causes the accounts to be audited upon the request of the limited liability partnership or a creditor, the Registrar may require the applicant to give security for the payment of the cost of the audit.

(4) The costs of an audit under sub-paragraph (2) is to be fixed by the Registrar and be paid by the receiver unless the Registrar otherwise determines.

(5) Every receiver or manager who contravenes this paragraph 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.

Payments of certain debts out of assets subject to floating charge in priority to claims under charge

11.—(1) Where a receiver is appointed on behalf of the holders of any debentures of a limited liability partnership secured by a floating charge or possession is taken by or on behalf of debenture holders of any property comprised in or subject to a floating charge, then, if the limited liability partnership is not at the time in the course of being wound up, debts which in every winding up are preferential debts and are due by way of wages, salary, retrenchment benefit or ex gratia payment, vacation leave or superannuation or provident fund payments and any amount which in a winding up is payable pursuant to paragraph 76(6) or (8) of the Fifth Schedule must be paid out of any assets coming to the hands of the receiver or other person taking possession in priority to any claim for principal or interest in respect of the debentures and must be paid in the same order of priority as is prescribed by that paragraph in respect of those debts and amounts.

(2) In sub-paragraph (1), "floating charge" means a charge which, as created, was a floating charge.

(3) For the purposes of sub-paragraph (1), the references in paragraph 76(1)(*c*), (*d*), (*e*), (*f*) and (*g*) of the Fifth Schedule to the commencement of the winding up are to be read as a reference to the date of the appointment of the receiver or of possession being taken as aforesaid, as the case requires.

(4) Any payments made under this paragraph must be recouped as far as may be out of the assets of the limited liability partnership available for payment of general creditors.

Enforcement of duty of receiver, etc., to make returns

12.—(1) If any receiver or manager of the property of a limited liability partnership who is in default in making or lodging any return, account or other document or in giving any notice required by law fails to make good the default within 14 days after the service on the receiver or manager by any partner or creditor of the limited liability partnership or trustee for debenture holders of a notice requiring the receiver or manager to do so, the Court may, on an application made for the purpose by the person who has given the notice, make an order directing the receiver or manager to make good the default within the time specified in the order.

(2) If it appears that any receiver or manager of the property of a limited liability partnership has misapplied or retained or become liable or accountable for any money or property of the limited liability partnership or been guilty of any misfeasance or breach of trust or duty in relation to the limited liability partnership, the Court may on the application of any creditor or partner or of the liquidator examine into

the conduct of such receiver or manager and compel the receiver or manager to repay or restore the money or property or any part thereof with interest at such rate as the Court thinks just or to contribute such sum to the assets of the limited liability partnership by way of compensation in respect of the misapplication, retainer, misfeasance or breach of trust or duty as the Court thinks just.

(3) This paragraph has effect even though the offence is one for which the offender is criminally liable.

[35/2014; 40/2018; 40/2019; S 1090/2020]

FIFTH SCHEDULE

Sections 24, 30, 39, 40, 59, 60, 61, 63 and 91

WINDING UP

PART 1

INTERPRETATION

1. In this Schedule —

"Court" means the General Division of the High Court;

"licensed insolvency practitioner" has the meaning given by section 2(1) of the Insolvency, Restructuring and Dissolution Act 2018;

"public accountant" has the meaning given by section 2 of the Accountants Act 2004.

PART 2

WINDING UP BY COURT

Division 1 — General

Application for winding up by Court

2.—(1) A limited liability partnership, whether or not it is being wound up voluntarily, may be wound up under an order of the Court on the application of any one or more of the following:

(*a*) the limited liability partnership;

(*b*) any creditor, including a contingent or prospective creditor, of the limited liability partnership;

(*c*) a partner or the Official Assignee or trustee of the estate of a bankrupt partner;

(*d*) the liquidator; or

(*e*) the Minister on the ground specified in paragraph 3(1)(*b*), (*f*) or (*g*).

(2) Despite anything in sub-paragraph (1) —

(*a*) the Court is not to hear the application if made by a contingent or prospective creditor until such security for costs has been given as the Court thinks reasonable and a prima facie case for winding up has been established to the satisfaction of the Court; and

(*b*) where a limited liability partnership is being wound up voluntarily, the Court is not to make a winding up order unless it is satisfied that the voluntary winding up cannot be continued with due regard to the interests of the creditors or partners.

Circumstances in which limited liability partnership may be wound up by Court

3.—(1) The Court may order the winding up if —

(*a*) the partners have resolved that the limited liability partnership be wound up by the Court;

(*b*) the limited liability partnership carries on business with less than 2 partners for more than 2 years;

(*c*) the limited liability partnership is unable to pay its debts;

(*d*) the Court is of the opinion that it is not reasonably practicable to carry on the business of the limited liability partnership in conformity with the limited liability partnership agreement;

(*e*) the Court is of the opinion that it is just and equitable that the limited liability partnership be wound up;

(*f*) the limited liability partnership is being used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore or against national security or interest; or

(*g*) the limited liability partnership is convicted of an offence under section 29(4).

(2) For the purposes of sub-paragraph (1)(*c*), a limited liability partnership is deemed to be unable to pay its debts if —

(*a*) a creditor by assignment or otherwise to whom the limited liability partnership is indebted in a sum exceeding $10,000 then due has served on the limited liability partnership by leaving at the registered office a demand under the hand of the creditor or the creditor's lawfully authorised agent requiring the limited liability partnership to pay the sum so due, and the limited liability partnership has for 3 weeks after the demand neglected to pay the sum or to secure or compound for it to the reasonable satisfaction of the creditor;

(*b*) an enforcement order or other process issued on a judgment, decree or order of any court in favour of a creditor of the limited liability partnership is returned unsatisfied in whole or in part;

[Act 25 of 2021 wef 01/04/2021]
[S 759/2022]

(*c*) it is proved to the satisfaction of the Court that the limited liability partnership is unable to pay its debts; and in determining whether a limited liability partnership is unable to pay its debts the Court is to take into account the contingent and prospective liabilities of the limited liability partnership; or

(*d*) the limited liability partnership fails to lodge a declaration as required under section 30, until such time as a declaration referred to in section 30(1)(*a*) is lodged.

(3) For the purpose of sub-paragraph (1)(*f*), a certificate issued by the Minister charged with the responsibility for internal security stating that he or she is satisfied that the limited liability partnership referred to in the certificate is being used for purposes against national security or interest is conclusive evidence that the limited liability partnership is being used for such purposes.

(4) Upon the making of an application by the Minister under paragraph 2(1)(*e*) for the winding up of a limited liability partnership under sub-paragraph (1)(*f*) on the ground that it is being used for purposes against national security or interest, the Court, upon the application of the Minister, may, pending the hearing of the winding up application or the making of a winding up order, make —

(*a*) an order restraining the limited liability partnership or its partners, managers, officers or employees from doing any act or from carrying out any activity as may be specified in the order; and

(*b*) such other interim orders as the Court thinks fit.

(5) Any person who fails to comply with an order made by the Court under sub-paragraph (4) 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.

Commencement of winding up

4.—(1) Where before the filing of the application a resolution has been passed by the partners for the voluntary winding up of the limited liability partnership, the winding up of the limited liability partnership is deemed to have commenced at the time of the passing of the resolution, and, unless the Court on proof of fraud or mistake thinks fit otherwise to direct, all proceedings taken in the voluntary winding up are deemed to have been validly taken.

(2) In any other case the winding up is deemed to have commenced at the time of the filing of the application for the winding up.

Payment of preliminary costs, etc.

5.—(1) The persons, other than the limited liability partnership itself or its liquidator, on whose application any winding up order is made, must at their own cost prosecute all proceedings in the winding up until a liquidator has been appointed under this Schedule.

(2) The liquidator must, unless the Court orders otherwise, reimburse the applicant out of the assets of the limited liability partnership the taxed costs incurred by the applicant in any such proceedings.

(3) Where the limited liability partnership has no assets or has insufficient assets, and in the opinion of the Minister any fraud has been committed by any person in the formation of the limited liability partnership or by any officer of the limited liability partnership in relation to the limited liability partnership since its registration, the taxed costs or so much of them as is not so reimbursed may, with the Minister's written approval, to an extent specified by the Minister but not in any case exceeding $3,000, be reimbursed to the applicant out of moneys provided by Parliament for the purpose.

(4) Where any winding up order is made upon the application of the limited liability partnership or its liquidator, the costs incurred must, subject to any order of the Court, be paid out of assets of the limited liability partnership in like manner as if they were the costs of any other applicant.

Powers of Court on hearing winding up application

6.—(1) On hearing a winding up application, the Court may dismiss it with or without costs or adjourn the hearing conditionally or unconditionally or make any interim or other order that it thinks fit, but the Court is not to refuse to make a winding up order on the ground only that —

(*a*) the assets of the limited liability partnership have been mortgaged to an amount equal to or in excess of those assets;

(*b*) the limited liability partnership has no assets; or

(*c*) in the case of a winding up application by a partner there will be no assets available for distribution among the partners.

(2) The Court may, on the winding up application coming on for hearing or at any time on the application of the person making the winding up application, the limited liability partnership, or any person who has given notice that the person intends to appear on the hearing of the winding up application —

(*a*) direct that any notices be given or any steps be taken before or after the hearing of the winding up application;

(*b*) dispense with any notices being given or steps being taken which are required by this Act, or by the rules made under this Act, or by any prior order of the Court;

(*c*) direct that oral evidence be taken on the winding up application or any matter relating to the application;

(*d*) direct a speedy hearing or trial of the winding up application or any issue or matter;

(*e*) allow the winding up application to be amended or withdrawn; and

(*f*) give any directions as to the proceedings that the Court thinks fit.

Power to stay or restrain proceedings against limited liability partnership

7. At any time after the filing of a winding up application and before a winding up order has been made, the limited liability partnership or any creditor or partner may, where any action or proceeding against the limited liability partnership is pending, apply to the Court to stay or restrain further proceedings in the action or proceeding, and the Court may stay or restrain the proceedings accordingly on any terms that it thinks fit.

Avoidance of dispositions of property and certain attachments, etc., and winding up application to be lis pendens etc.

8.—(1) Any disposition of the property of the limited liability partnership, and any assignment of a partner's interest or right to distributions from the limited liability partnership, or alteration in the status of the partners of the limited liability partnership made after the commencement of the winding up by the Court is (unless the Court otherwise orders) void.

(2) Any attachment, sequestration, distress or enforcement order put in force against the estate or effects of the limited liability partnership after the commencement of the winding up by the Court is void.

[Act 25 of 2021 wef 01/04/2021]

(3) Any application for winding up a limited liability partnership constitutes a lis pendens within the meaning of any law relating to the effect of a lis pendens upon purchasers or mortgagees.

Winding up order

9.—(1) Within 7 days after the making of a winding up order, the applicant of the order must lodge with the Registrar notice of —

(*a*) the order and its date; and

(*b*) the name and address of the liquidator.

(2) On the passing and entering of the winding up order, the applicant must within 7 days —

(*a*) lodge an office copy of the order with the Official Receiver and a copy of the order with the Registrar;

(*b*) cause a copy to be served upon any manager of the limited liability partnership or upon such other person or in such manner as the Court directs; and

(*c*) deliver a copy to the liquidator with a statement that the requirements of this sub-paragraph have been complied with.

(3) When a winding up order has been made or a provisional liquidator has been appointed, no action or proceeding is to be proceeded with or commenced against the limited liability partnership except —

(*a*) by permission of the Court; and

[Act 25 of 2021 wef 01/04/2021]

(*b*) in accordance with such terms as the Court imposes.

(4) Subject to paragraph 70, an order for winding up a limited liability partnership operates in favour of all the creditors and partners of the limited liability partnership as if made on the joint application of a creditor and of a partner.

(5) Any applicant who contravenes sub-paragraph (1) or (2) 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.

Division 2 — Liquidators

Disqualification of liquidators

10.—(1) Subject to this paragraph, a person must not, except with the permission of the Court, consent to be appointed, and must not act as liquidator of a limited liability partnership if —

(*a*) the person is not a licensed insolvency practitioner;

(*b*) the person is indebted to the limited liability partnership in an amount exceeding $2,500;

(*c*) the person is —

(i) an officer of the limited liability partnership;

(ii) a partner, employer or employee of an officer of the limited liability partnership; or

(iii) a partner or employee of an employee of an officer of the limited liability partnership;

(*d*) the person is an undischarged bankrupt;

(*e*) the person has assigned his or her estate for the benefit of his or her creditors or has made an arrangement with his or her creditors pursuant to any law relating to bankruptcy; or

(*f*) the person has been convicted of an offence involving fraud or dishonesty punishable on conviction by imprisonment for 3 months or more.

[Act 25 of 2021 wef 01/04/2021]

(2) Sub-paragraph (1)(*a*) and (*c*) does not apply —

(*a*) to a partners' voluntary winding up; or

(*b*) to a creditors' voluntary winding up, if by a resolution carried by a majority of the creditors in number and value present in person or by proxy and voting at a meeting of which 7 days' notice has been given to every creditor stating the object of the meeting, it is determined that the sub-paragraph does not so apply.

(3) A person must not be appointed as liquidator of a limited liability partnership unless the person has prior to such appointment consented in writing to act as such liquidator.

(4) Any person who contravenes sub-paragraph (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $2,000.

Appointment, style, etc., of liquidators

11. The following provisions have effect on a winding up order being made:

(*a*) the Court may appoint a licensed insolvency practitioner or, if the Official Receiver consents, the Official Receiver, to be the liquidator;

(*b*) at any time when the Official Receiver is the liquidator of the limited liability partnership, the Official Receiver may summon separate meetings of the creditors and partners of the limited liability partnership for the purpose of determining whether or not an application is to be made to the Court for appointing a liquidator in the place of the Official Receiver;

(*c*) the Court may make any appointment and order required to give effect to any determination mentioned in sub-paragraph (*b*), and, if there is a difference between the determinations of the meetings of the creditors and partners in respect of the matter mentioned in sub-paragraph (*b*), the Court must decide the difference and make such order on the difference as the Court thinks fit;

(*d*) in a case where a winding up order is made under paragraph 3(1)(*f*) on the ground that the limited liability partnership is being used for purposes against national security or interest, the Official Receiver must be the liquidator of the limited liability partnership;

(*e*) any vacancy in the office of a liquidator appointed by the Court must be filled by the Court, and pending the appointment of a replacement liquidator by the Court, the Official Receiver is by virtue of the Official Receiver's office the liquidator during that vacancy;

(*f*) a liquidator must be described, where a person other than the Official Receiver is liquidator, by the style of "the liquidator", and, where the Official Receiver is liquidator, by the style of "the Official Receiver and liquidator", of the particular limited liability partnership in respect of which the liquidator is appointed, and not by the liquidator's individual name.

Provisions where person other than Official Receiver is appointed liquidator

12. Where in the winding up of a limited liability partnership by the Court, a person other than the Official Receiver is appointed liquidator, that person —

(*a*) is not capable of acting as liquidator until the person has notified the Registrar of the person's appointment and given security in the prescribed manner to the satisfaction of the Official Receiver; and

(*b*) must give the Official Receiver such information and such access to and facilities for inspecting the books and documents of the limited liability partnership, and generally such aid as may be required for enabling the Official Receiver to perform his or her duties under this Act.

Control of unofficial liquidators by Official Receiver

13.—(1) Where in the winding up of a limited liability partnership by the Court, a person other than the Official Receiver is the liquidator, the Official Receiver must take cognizance of the liquidator's conduct and if the liquidator does not faithfully perform his or her duties and duly observe all the requirements imposed by any written law or otherwise with respect to the performance of the duties, or if any complaint is made to the Official Receiver by any creditor or partner in regard to the liquidator's conduct, the Official Receiver must inquire into the matter, and take such action as he or she may think expedient.

(2) The Official Receiver may at any time require any such liquidator of a limited liability partnership which is being wound up by the Court to answer any inquiry in relation to any winding up in which the liquidator is engaged, and may, if the Official Receiver thinks fit, apply to the Court to examine the liquidator or any other person on oath concerning the winding up.

(3) The Official Receiver may also direct a local investigation to be made of the books and vouchers of such liquidator.

Control of Official Receiver by Minister

14. The Minister must take cognizance of the conduct of the Official Receiver and of all Assistant Official Receivers who are concerned in the liquidation of limited liability partnerships, and if any such person does not faithfully perform his or her duties and duly observe all the requirements imposed by any written law or otherwise with respect to the performance of the duties, or if any complaint is made to the Minister by any creditor or partner in regard to such person's conduct, the Minister must inquire into the matter, and take such action as the Minister may think expedient, and may direct a local investigation to be made of the books and vouchers of that person.

Provisional liquidator

15. The Court may appoint the Official Receiver or a licensed insolvency practitioner provisionally at any time after the filing of a winding up application and before the making of a winding up order and the provisional liquidator has and may exercise all the functions and powers of a liquidator, subject to any limitations and restrictions that may be prescribed by rules made under this Act or that the Court may specify in the order appointing him or her.

General provisions as to liquidators

16.—(1) A liquidator appointed by the Court may resign or on cause shown be removed by the Court.

(2) A provisional liquidator, other than the Official Receiver, is entitled to receive such salary or remuneration by way of percentage or otherwise as is determined by the Court.

(3) A liquidator, other than the Official Receiver, is entitled to receive such salary or remuneration by way of percentage or otherwise as is determined —

(*a*) by agreement between the liquidator and the committee of inspection, if any;

(*b*) failing such agreement, or where there is no committee of inspection, by a resolution passed at a meeting of creditors by a majority of at least 75% in value and 50% in number of the creditors present in person or by proxy and voting at the meeting and whose debts have been admitted for the purpose of voting, which meeting must be convened by the liquidator by a notice to each creditor, to which notice must be attached a statement of all receipts and expenditure by the liquidator and the amount of remuneration sought by him or her; or

(*c*) failing a determination in a manner referred to in sub-paragraph (*a*) or (*b*), by the Court.

(4) Where the salary or remuneration of a liquidator is determined in the manner specified in sub-paragraph (3)(*a*), the Court may, on the application of any partner, confirm or vary the determination.

(5) Where the salary or remuneration of a liquidator is determined in the manner specified in sub-paragraph (3)(*b*), the Court may, on the application of the liquidator or any partner, confirm or vary the determination.

(6) Subject to any order of the Court, the Official Receiver, when acting as a liquidator or provisional liquidator of a limited liability partnership, is entitled to receive such salary or remuneration by way of percentage or otherwise as is prescribed.

(7) If more than one liquidator is appointed by the Court, the Court is to declare whether anything by this Act required or authorised to be done by the liquidator is to be done by all or any one or more of the persons appointed.

(8) Subject to the provisions of this Act, the acts of a liquidator are valid despite any defects that may afterwards be discovered in his or her appointment or qualification.

Custody and vesting of limited liability partnership's property

17.—(1) Where a winding up order has been made or a provisional liquidator has been appointed, the liquidator or provisional liquidator must take into his or her custody or under his or her control all the property and things in action to which the limited liability partnership is or appears to be entitled.

(2) The Court may, on the liquidator's application, by order direct that all or any part of the property of whatever description belonging to the limited liability partnership or held by trustees on its behalf must vest in the liquidator and thereupon the property to which the order relates vests accordingly and

the liquidator may, after giving such indemnity (if any) as the Court directs, bring or defend any action or other legal proceeding which relates to that property or which it is necessary to bring or defend for the purpose of effectually winding up the limited liability partnership and recovering its property.

(3) Where an order is made under this paragraph, every liquidator of a limited liability partnership in relation to which the order is made must lodge within 7 days of the making of the order —

(*a*) a copy of the order with the Registrar; and

(*b*) where the order relates to land, an office copy of the order with the appropriate authority concerned with the registration or recording of dealings in that land,

and any liquidator who contravenes this paragraph shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $2,000 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.

(4) No vesting order referred to in this paragraph has any effect or operates in transferring or otherwise vesting land until an appropriate entry or memorandum of the order is made by or with the appropriate authority.

Statement of limited liability partnership's affairs to be submitted to Official Receiver

18.—(1) There must be made out and verified in the prescribed form and manner and submitted to the Official Receiver or the liquidator, as the case requires, a statement as to the affairs of the limited liability partnership as at the date of the winding up order showing —

(*a*) the particulars of its assets, debts and liabilities;

(*b*) the names and addresses of its creditors;

(*c*) the securities held by the creditors respectively;

(*d*) the dates when the securities were respectively given; and

(*e*) any further information that is prescribed or that the Official Receiver or the liquidator requires.

(2) The statement must be submitted by one or more of the persons who are, at the date of the winding up order, managers of the limited liability partnership, or by such of the following persons as the Official Receiver or the liquidator, subject to the direction of the Court, requires:

(*a*) persons who are or have been partners or officers of the limited liability partnership; or

(*b*) persons who have taken part in the formation of the limited liability partnership at any time within one year before the date of the winding up order.

(3) The statement must be submitted within 14 days after the date of the winding up order or within such extended time as the Official Receiver or the liquidator or the Court for special reasons specifies, and the Official Receiver or the liquidator must, within 7 days after its receipt, cause a copy of the statement to be filed with the Court and lodged with the Registrar and, where the Official Receiver is not the liquidator, cause a copy to be lodged with the Official Receiver.

(4) Any person making or concurring in making the statement required by this paragraph may, subject to rules made under this Act, be allowed, and be paid, out of the assets of the limited liability partnership, such costs and expenses incurred in and about the preparation and making of the statement

as the Official Receiver or the liquidator considers reasonable subject to an appeal to the Court.

(5) Any person who, without reasonable excuse, contravenes this paragraph 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, 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.

(6) In this paragraph, "officer", in relation to a corporation, has the meaning given by section 4(1) of the Companies Act 1967.

Report by liquidator

19.—(1) The liquidator must, as soon as practicable after receipt of the statement of affairs, submit a preliminary report to the Court or, if the liquidator is not the Official Receiver, to the Official Receiver —

(*a*) as to the amount of capital paid up and the estimated amount of assets and liabilities;

(*b*) if the limited liability partnership has failed, as to the causes of the failure; and

(*c*) whether, in the liquidator's opinion, further inquiry is desirable as to any matter relating to the formation or failure of the limited liability partnership or the conduct of its business.

(2) The liquidator may also, if he or she thinks fit, make further reports to the Court or, if the liquidator is not the Official Receiver, to the Official Receiver stating the manner in which the limited liability partnership was formed and whether in the liquidator's opinion any fraud has been committed or any material fact has been concealed by any person in its formation or by any officer in relation to the limited liability partnership since its formation, and whether any officer of the limited liability partnership has contravened any of the provisions of this Act, and specifying any other matter which in the liquidator's opinion it is desirable to bring to the notice of the Court.

Powers of liquidator

20.—(1) The liquidator may with the authority either of the Court or of the committee of inspection —

(*a*) carry on the business of the limited liability partnership so far as is necessary for the beneficial winding up of the limited liability partnership, but no authority is necessary to so carry on the business during the 4 weeks next after the date of the winding up order;

(*b*) subject to paragraph 76, pay any class of creditors in full;

(*c*) make any compromise or arrangement with creditors or persons claiming to be creditors or having or alleging themselves to have any claim present or future, certain or contingent, ascertained or sounding only in damages against the limited liability partnership, or whereby the limited liability partnership may be rendered liable;

(*d*) compromise any calls and liabilities to calls, debts and liabilities capable of resulting in debts and any claims present or future, certain or contingent, ascertained or sounding only in damages subsisting, or supposed to subsist, between the limited liability partnership and a partner or other debtor or person apprehending liability to the limited liability partnership, and all questions in any way relating to or affecting the assets or the winding up of the limited liability partnership, on such terms as are agreed, and take any security for the discharge of any such call, debt, liability or claim, and give a complete discharge in respect

thereof; and

(*e*) appoint a solicitor to assist in the liquidator's duties.

(2) The liquidator may —

(*a*) bring or defend any action or other legal proceeding in the name and on behalf of the limited liability partnership;

(*b*) compromise any debt due to the limited liability partnership, other than calls and liabilities for calls and other than a debt where the amount claimed by the limited liability partnership to be due to it exceeds $1,500;

(*c*) sell the immovable and movable property and things in action of the limited liability partnership by public auction, public tender or private contract with power to transfer all of them to any person or limited liability partnership or to sell them in parcels;

(*d*) do all acts and execute in the name and on behalf of the limited liability partnership all deeds, receipts and other documents and for that purpose use when necessary the limited liability partnership's seal, if any;

(*e*) prove, rank and claim in the bankruptcy of any partner or debtor for any balance against the bankrupt's estate, and receive dividends in the bankruptcy in respect of that balance as a separate debt due from the bankrupt, and rateably with the other separate creditors;

(*f*) draw, accept, make and indorse any bill of exchange or promissory note in the name and on behalf of the limited liability partnership with the same effect with respect to the liability of the limited liability partnership as if the bill or note had been drawn, accepted, made or indorsed by or on behalf of the limited liability partnership in the course of its business;

(*g*) raise on the security of the assets of the limited liability partnership any money required;

(*h*) take out letters of administration of the estate of any deceased partner or debtor, and do any other act necessary for obtaining payment of any money due from the deceased or his or her estate which cannot be conveniently done in the name of the limited liability partnership, and in all such cases the money due is, for the purposes of enabling the liquidator to take out the letters of administration or recover the money, deemed to be due to the liquidator himself or herself;

(*i*) appoint an agent to do any business which the liquidator is unable to do personally; and

(*j*) do any other things necessary for winding up the affairs of the limited liability partnership and distributing its assets.

(3) The exercise by the liquidator of the powers conferred by this paragraph is subject to the control of the Court, and any creditor or partner may apply to the Court with respect to any exercise or proposed exercise of any of those powers.

Exercise and control of liquidator's powers

21.—(1) Subject to this Schedule, the liquidator must, in the administration of the assets of the limited liability partnership and in the distribution of the assets among its creditors, have regard to any directions given by resolution of the creditors or partners at any general meeting or by the committee of inspection, and any directions so given by the creditors or partners override, in case of conflict, any

directions given by the committee of inspection.

(2) The liquidator may summon general meetings of the creditors or partners for the purpose of ascertaining their wishes, and must summon meetings at such times as the creditors or partners by resolution direct or whenever requested in writing to do so by at least 10% in value of the creditors or 10% of the total number of partners.

(3) The liquidator may apply to the Court for directions in relation to any particular matter arising under the winding up.

(4) Subject to this Schedule, the liquidator must use his or her own discretion in the management of the affairs and property of the limited liability partnership and the distribution of its assets.

Payment by liquidator into bank

22.—(1) Every liquidator must, in the manner and at the times prescribed by rules made under this Act, pay the money received by him or her into such bank account as is prescribed by those rules or specified by the Court.

(2) If any liquidator retains for more than 10 days a sum exceeding $1,000, or such other amount as the Court in any particular case authorises the liquidator to retain, then, unless the liquidator explains the retention to the satisfaction of the Court, he or she must pay interest on the amount so retained in excess, computed from the expiry of the abovementioned 10 days, until he or she has complied with sub-paragraph (1) at the rate of 20% per annum, and is liable —

(*a*) to disallowance of all or such part of his or her remuneration as the Court thinks just;

(*b*) to be removed from office by the Court; and

(*c*) to pay any expenses occasioned by reason of his or her default.

(3) Any liquidator who pays any sums received by him or her as liquidator into any bank or account other than the bank or account prescribed or specified under sub-paragraph (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $1,000.

Release of liquidators and dissolution of limited liability partnership

23. When the liquidator —

(*a*) has realised all the property of the limited liability partnership or so much of the property as can in the liquidator's opinion be realised, without needlessly protracting the liquidation, and has distributed a final dividend (if any) to the creditors and adjusted the rights of the partners among themselves and made a final return (if any) to the partners; or

(*b*) has resigned or has been removed from office,

the liquidator may apply to the Court —

(*c*) for an order that he or she be released; or

(*d*) for an order that he or she be released and that the limited liability partnership be dissolved.

As to orders for release or dissolution

24.—(1) Where an order is made that the limited liability partnership be dissolved, the limited liability partnership is from the date of the order dissolved accordingly.

(2) The Court —

(*a*) may cause a report on the accounts of a liquidator, not being the Official Receiver, to be prepared by the Official Receiver or by a public accountant appointed by the Court;

(*b*) on the liquidator complying with all the requirements of the Court, is to take into consideration the report and any objection which is urged by the Official Receiver, public accountant or any creditor or partner or other person interested against the release of the liquidator; and

(*c*) is to either grant or withhold the release accordingly.

(3) Where the release of a liquidator is withheld, the Court may, on the application of any creditor or partner or person interested, make such order as it thinks just charging the liquidator with the consequences of any act or default which the liquidator may have done or made contrary to his or her duty.

(4) An order of the Court releasing the liquidator discharges him or her from all liability in respect of any act done or default made by him or her in the administration of the affairs of the limited liability partnership or otherwise in relation to his or her conduct as liquidator, but any such order may be revoked on proof that it was obtained by fraud or by suppression or concealment of any material fact.

(5) Where the liquidator has not previously resigned or been removed, the liquidator's release operates as a removal from office.

(6) Where the Court has made —

(*a*) an order that the liquidator be released; or

(*b*) an order that the liquidator be released and that the limited liability partnership be dissolved,

a copy of the order and an office copy of the order must, within 14 days after the order is made, be lodged by the liquidator with the Registrar and with the Official Receiver respectively and a liquidator who contravenes this sub-paragraph shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $2,000 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.

Division 3 — Committees of inspection

Appointment, constitution and proceedings of committee of inspection

25.—(1) The liquidator may, and must, if requested by any creditor or partner, summon separate meetings of the creditors and partners for the purpose of determining whether or not the creditors or partners require the appointment of a committee of inspection to act with the liquidator, and if so who are to be members of the committee.

(2) If there is a difference between the determinations of the meetings of the creditors and partners the Court is to decide the difference and make such order as it thinks fit.

(3) The committee of inspection consists of creditors and partners of the limited liability partnership or persons holding —

(*a*) general powers of attorney from creditors or partners; or

(*b*) special authorities from creditors or partners authorising the persons named therein to act on such a committee,

appointed by the meetings of creditors and partners in such proportions as are agreed or, in case of a difference, as are determined by the Court.

(4) The committee must meet at such times and places as it may from time to time appoint, and the liquidator or any member of the committee may also call a meeting of the committee as the liquidator or member thinks necessary.

(5) The committee may act by a majority of its members present at a meeting, but must not act unless a majority of the committee is present.

(6) A member of the committee may resign by written notice signed by the member and delivered to the liquidator.

(7) If a member of the committee becomes bankrupt or assigns the member's estate for the benefit of the member's creditors or makes an arrangement with the creditors pursuant to any written law relating to bankruptcy or is absent from 5 consecutive meetings of the committee without the permission of those members who together with the member represent the creditors or partners (as the case may be) the member's office thereupon becomes vacant.

[Act 25 of 2021 wef 01/04/2021]

(8) A member of the committee may be removed by an ordinary resolution at a meeting of creditors, if the member represents creditors, or of partners, if the member represents partners, of which meeting 7 days' notice has been given stating the object of the meeting.

(9) A vacancy in the committee may be filled by the appointment by the committee of the same or another creditor or partner or person holding a general power of attorney or special authority as specified in sub-paragraph (3).

(10) The liquidator may at any time of his or her own motion and must, within 7 days after the request in writing of a creditor or partner, summon a meeting of creditors or of partners, as the case requires, to consider any appointment made pursuant to sub-paragraph (9), and the meeting may confirm the appointment or revoke the appointment and appoint another creditor or partner or person holding a general power of attorney or special authority as specified in sub-paragraph (3), as the case requires, in his or her stead.

(11) The continuing members of the committee, if at least 2, may act despite any vacancy in the committee.

(12) In this paragraph, "general power of attorney" includes a lasting power of attorney registered under the Mental Capacity Act 2008.

Division 4 — General powers of Court

Power to stay winding up

26.—(1) At any time after a winding up order has been made, the Court may, on the application of the liquidator or of any creditor or partner and on proof to the satisfaction of the Court that all proceedings in relation to the winding up ought to be stayed, make an order staying the proceedings either altogether or for a limited time on such terms and conditions as the Court thinks fit.

(2) On any such application the Court may, before making an order, require the liquidator to provide a report with respect to any facts or matters which are in the liquidator's opinion relevant.

(3) A copy of an order made under this paragraph and an office copy of such an order must be lodged by the limited liability partnership with the Registrar and the Official Receiver, respectively, within 14 days after the making of the order.

(4) Any person who contravenes sub-paragraph (3) 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.

Collection and application of assets

27.—(1) As soon as possible after making a winding up order, the Court may rectify the register of partners in all cases where rectification is required pursuant to this Schedule and is to cause the assets of the limited liability partnership to be collected and applied in discharge of its liabilities.

(2) The Court may order any person from whom money is due to the limited liability partnership to pay the amount due into a bank, named in the order, to the account of the liquidator instead of to the liquidator, and any such order may be enforced in the same manner as if it had directed payment to the liquidator.

(3) All moneys and securities paid or delivered into any bank pursuant to this Schedule are subject in all respects to orders of the Court.

Appointment of special manager

28.—(1) The liquidator may, if satisfied that the nature of the estate or business of the limited liability partnership, or the interests of the creditors or partners generally, require the appointment of a special manager of the estate or business of the limited liability partnership other than himself or herself, apply to the Court which may appoint a special manager of the estate or business to act during such time as the Court directs with such powers, including any of the powers of a receiver or manager, as are entrusted to the special manager by the Court.

(2) The special manager —

(*a*) must give such security and account in such manner as the Court directs;

(*b*) receives such remuneration as is fixed by the Court; and

(*c*) may at any time resign after giving at least one month's written notice to the liquidator of the intention to resign, or may on cause shown be removed by the Court.

Claims of creditors and distribution of assets

29.—(1) The Court may fix a date on or before which creditors are to prove their debts or claims or after which they will be excluded from the benefit of any distribution made before those debts are proved.

(2) The Court may, in the event of the assets being insufficient to satisfy the liabilities, make an order as to the payment out of the assets of the costs, charges and expenses incurred in the winding up in the order of priority that the Court thinks fit.

Inspection of books by creditors and partners

30. The Court may make any order for inspection of the books and papers of the limited liability partnership by creditors and partners that the Court thinks just, and any books and papers in the possession of the limited liability partnership may be inspected by creditors or partners accordingly, but not further or otherwise.

Power to summon persons connected with limited liability partnership

31.—(1) The Court may summon before it any officer of the limited liability partnership or person known or suspected to have in the person's possession any property of the limited liability partnership or supposed to be indebted to the limited liability partnership, or any person whom the Court considers capable of giving information concerning the formation, trade dealings, affairs or property of the limited liability partnership.

(2) The Court may examine the officer or person on oath concerning the matters mentioned in sub-paragraph (1) and may reduce his or her answers to writing and require him or her to sign them, and any writing so signed may be used in evidence in any legal proceedings against him or her.

[Act 31 of 2022 wef 01/11/2022]

(3) The Court may require the officer or person to produce any books and papers in his or her custody or power relating to the limited liability partnership, but where he or she claims any lien on books or papers the production does not affect that lien, and the Court has jurisdiction to determine all questions relating to that lien.

(4) An examination under this paragraph or paragraph 32 may, if the Court so directs and subject to the Rules of Court, be held before any District Judge named for the purpose by the Court, and the powers of the Court under this paragraph and paragraph 32 may be exercised by that Judge.

(5) If any person so summoned, after being tendered a reasonable sum for his or her expenses, refuses to come before the Court at the time appointed without a lawful excuse, made known to the Court at the time of its sitting and allowed by it, the Court may cause the person to be apprehended and brought before the Court for examination.

Power to order public examination of officers, etc.

32.—(1) Where the liquidator has made a report under this Schedule stating that, in his or her opinion, a fraud has been committed or that any material fact has been concealed by any person in the formation of the limited liability partnership or by any officer in relation to the limited liability partnership since its formation or that any officer of the limited liability partnership has failed to act honestly or diligently or has been guilty of any impropriety or recklessness in relation to the affairs of the limited liability partnership, the Court may, after consideration of the report, direct that —

(*a*) the person or officer, or any other person who was previously an officer of the limited liability partnership, including any banker, solicitor or auditor, or who is known or suspected to be in possession of any property of the limited liability partnership or is supposed to be indebted to the limited liability partnership; or

(*b*) any person whom the Court considers capable of giving information concerning the formation, trade dealings, affairs or property of the limited liability partnership,

must attend before the Court on a day appointed and be publicly examined as to the formation or the conduct of the business of the limited liability partnership, or in the case of an officer or former officer as to his or her conduct and dealings as an officer of the limited liability partnership.

(2) The liquidator and any creditor or partner may take part in the examination either personally or by

a solicitor.

(3) The Court may put or allow to be put such questions to the person examined as the Court thinks fit.

(4) The person examined must be examined on oath and must answer all such questions as the Court puts or allows to be put to him or her.

(5) A person ordered to be examined under this paragraph must be provided with a copy of the liquidator's report before the examination.

(6) Where a person directed to attend before the Court under sub-paragraph (1) applies to the Court to be exculpated from any charges made or suggested against the person, the liquidator must appear on the hearing of the application and call the attention of the Court to any matters which appear to the liquidator to be relevant and if the Court, after hearing any evidence given or witnesses called by the liquidator, grants the application the Court may allow the applicant such costs as the Court thinks fit.

(7) Notes of the examination —

(*a*) must be reduced to writing;

(*b*) must be read over to or by and signed by the person examined;

(*c*) may thereafter be used in evidence in any legal proceedings against the person examined; and

(*d*) must be open to the inspection of any creditor or partner at all reasonable times.

(8) The Court may if it thinks fit adjourn the examination from time to time.

Power to arrest absconding partner, manager or former manager

33. The Court, at any time before or after making a winding up order, on proof of probable cause for believing that a partner, manager or former manager of the limited liability partnership is about to leave Singapore or otherwise to abscond or to remove or conceal any of his or her property for the purpose of evading the discharge of any liability arising under this Schedule or of avoiding examination respecting the affairs of the limited liability partnership, may cause the partner, manager or former manager to be arrested and his or her books and papers and movable personal property to be seized and safely kept until such time as the Court orders.

Delegation to liquidator of certain powers of Court

34. Provision may be made by rules enabling or requiring all or any of the powers and duties conferred and imposed on the Court by this Schedule in respect of —

(*a*) the holding and conducting of meetings to ascertain the wishes of creditors and partners;

(*b*) the settling of lists of partners, the rectifying of the register of partners where required, and the collecting and applying of the assets;

(*c*) the paying, delivery, conveyance, surrender or transfer of money, property, books or papers to the liquidator;

(*d*) the making of calls and the adjusting of the rights of partners; and

(*e*) the fixing of a time within which debts and claims must be proved,

to be exercised or performed by the liquidator as an officer of the Court and subject to the control of the Court, but the liquidator must not, without the special permission of the Court, rectify the register of partners and must not make any call without either the special permission of the Court or the sanction of the committee of inspection.

[Act 25 of 2021 wef 01/04/2021]

Powers of Court cumulative

35.—(1) Any powers by this Act conferred on the Court is in addition to, and not in derogation of, any existing powers of instituting proceedings against any partner or debtor of the limited liability partnership or the estate of any partner or debtor for the recovery of any call or other sums.

(2) Subject to the Rules of Court, an appeal from any order or decision made or given in the winding up of a limited liability partnership lies in the same manner and subject to the same conditions as an appeal from any order or decision of the Court in cases within its ordinary jurisdiction.

PART 3

VOLUNTARY WINDING UP

Division 1 — Introductory

Circumstances in which limited liability partnership may be wound up voluntarily

36.—(1) A limited liability partnership may be wound up voluntarily if the partners so resolve.

(2) A limited liability partnership must —

(*a*) within 7 days after the passing of a resolution for voluntary winding up, lodge a copy of the resolution with the Registrar; and

(*b*) within 10 days after the passing of the resolution, give notice of the resolution in one or more newspapers circulating in Singapore.

(3) If the limited liability partnership contravenes sub-paragraph (2), the limited liability partnership and every officer of the limited liability partnership who is in default shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $1,000.

Provisional liquidator

37.—(1) Where the managers of a limited liability partnership have made a statutory declaration in the prescribed form which has been lodged with the Official Receiver and have lodged a declaration in the prescribed form with the Registrar —

(*a*) that the limited liability partnership cannot by reason of its liabilities continue its business; and

(*b*) that meetings of the limited liability partnership and of its creditors have been summoned for a date within one month of the date of the declaration,

the managers must immediately appoint a licensed insolvency practitioner to be the provisional liquidator.

(2) A provisional liquidator has and may exercise all the functions and powers of a liquidator in a creditors' winding up subject to such limitations and restrictions as may be prescribed by the Rules of Court.

(3) The appointment of a provisional liquidator under this paragraph continues for one month from the date of the appointment or for such further period as the Official Receiver may allow in any particular case or until the appointment of a liquidator, whichever first occurs.

(4) Notice of the appointment of a provisional liquidator under this paragraph together with a copy of the declaration lodged with the Official Receiver must be advertised within 14 days of the appointment of the provisional liquidator in at least 4 local daily newspapers, one each published in the English, Malay, Chinese and Tamil languages.

(5) A provisional liquidator is entitled to receive such salary or remuneration by way of percentage or otherwise as is prescribed.

Commencement of voluntary winding up

38. A voluntary winding up commences —

(*a*) where a provisional liquidator has been appointed before the resolution for voluntary winding up was passed, at the time when the declaration mentioned in paragraph 37(1) was lodged with the Registrar; and

(*b*) in any other case, at the time of the passing of the resolution for voluntary winding up.

Effect of voluntary winding up

39.—(1) The limited liability partnership ceases, from the commencement of the winding up, to carry on its business, except so far as is in the opinion of the liquidator required for the beneficial winding up thereof, but the limited liability partnership continues, despite anything to the contrary in the limited liability partnership agreement, until it is dissolved.

(2) Any assignment of a partner's interest or right to distributions from the limited liability partnership, not being an assignment made to or with the sanction of the liquidator, and any alteration in the status of the partners made after the commencement of the winding up, is void.

Declaration of solvency

40.—(1) Where it is proposed to wind up a limited liability partnership voluntarily, the managers of the limited liability partnership or (in the case of a limited liability partnership having more than 2 managers) the majority of the managers must, in the case of a partners' voluntary winding up, make a declaration to the effect that they have made an inquiry into the affairs of the limited liability partnership and have formed the opinion that the limited liability partnership will be able to pay its debts in full within a period not exceeding 12 months after the commencement of the winding up.

(2) There must be attached to the declaration a statement of affairs of the limited liability partnership showing, in the prescribed form —

(*a*) the assets of the limited liability partnership and the total amount expected to be realised from the assets;

(*b*) the liabilities of the limited liability partnership; and

(*c*) the estimated expenses of winding up,

made up to the latest practicable date before the making of the declaration.

(3) A declaration so made has no effect for the purposes of this Act unless it is —

(*a*) made within 5 weeks immediately preceding the passing of the resolution for voluntary winding up; and

(*b*) lodged with the Registrar at the same time when the resolution for winding up is lodged.

(4) A manager who makes a declaration under this paragraph without having reasonable grounds for the opinion that the limited liability partnership will be able to pay its debts in full within the period stated in the declaration, 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) If the limited liability partnership is wound up pursuant to a resolution for voluntary winding up passed within 5 weeks after the making of the declaration, but its debts are not paid or provided for in full within the period stated in the declaration, it is presumed until the contrary is shown that the manager did not have reasonable grounds for the opinion.

Division 2 — Provisions applicable only to partners' voluntary winding up

Liquidator

41.—(1) The limited liability partnership must, by resolution of the partners, appoint one or more liquidators for the purpose of winding up the affairs and distributing the assets of the limited liability partnership and may fix the remuneration to be paid to one or more of them.

(2) On the appointment of a liquidator, all powers of control and management of the limited liability partnership conferred on any person cease except so far as the liquidator approves the continuance of the powers.

(3) The limited liability partnership may in a meeting convened by any partner by resolution of the partners of which notice has been given to the creditors and the liquidators, remove any liquidator but no such resolution is effective to remove a liquidator if the Court, on the application of the liquidator or a creditor, has ordered that the liquidator be not removed.

(4) If a vacancy occurs by death, resignation, removal or otherwise in the office of a liquidator, the limited liability partnership may, by resolution of the partners, fill the vacancy by the appointment of a liquidator and fix the remuneration to be paid to him or her.

Duty of liquidator to call creditors' meeting in case of insolvency

42.—(1) If the liquidator is at any time of the opinion that the limited liability partnership will not be able to pay or provide for the payment of its debts in full within the period stated in the declaration made under paragraph 40, the liquidator must immediately summon a meeting of the creditors and lay before the meeting a statement of the assets and liabilities of the limited liability partnership and the notice summoning the meeting must draw the attention of the creditors to the right conferred upon them by sub-paragraph (2).

(2) The creditors may, at the meeting summoned under sub-paragraph (1), appoint some other person to be the liquidator for the purpose of winding up the affairs and distributing the assets of the limited liability partnership instead of the liquidator appointed by the limited liability partnership.

(3) If the creditors appoint some other person under sub-paragraph (2), the winding up must then proceed as if the winding up were a creditors' voluntary winding up.

(4) Within 7 days after a meeting has been held pursuant to sub-paragraph (1), the liquidator or, if some other person has been appointed by the creditors to be the liquidator, the person so appointed must lodge with the Registrar and with the Official Receiver a notice in the prescribed form and if the liquidator or the person so appointed contravenes this sub-paragraph, he or she shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $800 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.

(5) Where the liquidator has convened a meeting under sub-paragraph (1) and the creditors do not appoint a liquidator instead of the liquidator appointed by the limited liability partnership, the winding up must then proceed as if the winding up were a creditors' voluntary winding up; but the liquidator is not required to summon an annual meeting of creditors at the end of the first year from the commencement of the winding up if the meeting held under sub-paragraph (1) was held less than 3 months before the end of that year.

Division 3 — Provisions applicable only to creditors' voluntary winding up

Meeting of creditors

43.—(1) The limited liability partnership must cause a meeting of the creditors of the limited liability partnership to be summoned for the day, or the day next following the day, on which there is to be held the meeting at which the resolution for voluntary winding up is to be proposed, and must cause the notices of the meeting of creditors to be sent by post to the creditors simultaneously with the sending of the notices of the meeting of the limited liability partnership.

(2) The limited liability partnership must convene the meeting at a time and place convenient to the majority in value of the creditors and must —

(*a*) give to the creditors at least 7 clear days' notice by post of the meeting; and

(*b*) send to each creditor, with the notice, a statement showing the names of all creditors and the amounts of their claims.

(3) The limited liability partnership must cause notice of the meeting of the creditors to be advertised at least 7 days before the date of the meeting in a newspaper circulating in Singapore.

(4) The managers of the limited liability partnership must —

(*a*) cause a full statement of the limited liability partnership's affairs (verified in the prescribed form and manner) showing in respect of assets the method and manner in which the valuation of the assets was arrived at, together with a list of the creditors and the estimated amount of their claims to be laid before the meeting of creditors; and

(*b*) appoint one of their number to attend the meeting.

(5) The manager so appointed must attend the meeting and disclose to the meeting the limited liability partnership's affairs and the circumstances leading up to the proposed winding up.

(6) The creditors may appoint one of their number or the manager appointed under sub-paragraph (4)(*b*) to preside at the meeting.

(7) The chairperson must at the meeting determine whether the meeting has been held at a time and place convenient to the majority in value of the creditors and the chairperson's decision is final.

(8) If the chairperson decides that the meeting has not been held at a time and place convenient to that majority, the meeting lapses and a further meeting must be summoned by the limited liability partnership as soon as is practicable.

(9) If the meeting of the limited liability partnership is adjourned and the resolution for winding up is passed at an adjourned meeting, any resolution passed at the meeting of the creditors has effect as if it had been passed immediately after the passing of the resolution for winding up.

(10) If any provision in this paragraph is contravened, the limited liability partnership and any officer of the limited liability partnership who is in default shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $2,000.

Liquidator

44.—(1) The limited liability partnership must, and the creditors may at their respective meetings, nominate a person to be liquidator for the purpose of winding up the affairs and distributing the assets of the limited liability partnership, and if the creditors and the limited liability partnership nominate different persons the person nominated by the creditors must be the liquidator, and if no person is nominated by the creditors the person nominated by the limited liability partnership must be the liquidator.

(2) Despite sub-paragraph (1), where different persons are nominated, any manager, partner or creditor may, within 7 days after the date on which the nomination was made by the creditors, apply to the Court for an order directing that the person nominated as liquidator by the limited liability partnership must be the liquidator instead of or jointly with the person nominated by the creditors.

(3) The committee of inspection or, if there is no such committee, the creditors may fix the remuneration to be paid to the liquidator.

(4) On the appointment of a liquidator, all powers of control and management of the limited liability partnership conferred on any person cease, except so far as the committee of inspection, or, if there is no such committee, the creditors, approve the continuance of the powers.

(5) If a liquidator, other than a liquidator appointed by or by the direction of the Court, dies, resigns or otherwise vacates the office, the creditors may fill the vacancy and for the purpose of so doing a meeting of the creditors may be summoned by any 2 of their number.

Committee of inspection

45.—(1) The creditors at the meeting summoned pursuant to paragraph 42 or 43 or at any subsequent meeting may, if they think fit, appoint a committee of inspection consisting of not more than 5 persons, whether creditors or not and, if such a committee is appointed, the limited liability partnership may, after the resolution for voluntary winding up has been passed, appoint such number of persons but not more than 5 as it thinks fit to act as members of the committee.

(2) Despite sub-paragraph (1), the creditors may resolve that all or any of the persons so appointed by the limited liability partnership ought not to be members of the committee of inspection and, if the creditors so resolve, the persons mentioned in the resolution are not, unless the Court otherwise directs, qualified to act as members of the committee, and on any application to the Court under this sub-paragraph the Court may, if it thinks fit, appoint other persons to act as such members in place of the persons mentioned in the resolution.

(3) Subject to this paragraph and the rules made under this Act, paragraph 25 relating to the proceedings of and vacancies in committees of inspection applies with respect to a committee of inspection appointed under this paragraph.

Property and proceedings

46.—(1) Any attachment, sequestration, distress or enforcement order put in force against the estate or effects of the limited liability partnership after the commencement of a creditors' voluntary winding up is void.

[Act 25 of 2021 wef 01/04/2021]

(2) After the commencement of the winding up no action or proceeding is to be proceeded with or commenced against the limited liability partnership except by permission of the Court and subject to such terms as the Court imposes.

[Act 25 of 2021 wef 01/04/2021]

Division 4 — Provisions applicable to every voluntary winding up

Distribution of property of limited liability partnership

47. Subject to the provisions of this Act as to preferential payments, the property of a limited liability partnership must, on its winding up, be applied pari passu in satisfaction of its liabilities, and, subject to that application, must, unless the limited liability partnership agreement otherwise provides, be distributed among the partners according to their rights and interests in the limited liability partnership.

Appointment of liquidator

48. If from any cause there is no liquidator acting, the Court may appoint a liquidator.

Removal of liquidator

49. The Court may, on cause shown, remove a liquidator and appoint another liquidator.

Review of liquidator's remuneration

50. Any partner or creditor or the liquidator may at any time before the dissolution of the limited liability partnership apply to the Court to review the amount of the liquidator's remuneration, and the decision of the Court is final and conclusive.

Act of liquidator valid, etc.

51.—(1) The acts of a liquidator are valid despite any defects that may afterwards be discovered in his or her appointment or qualification.

(2) Any conveyance, assignment, transfer, mortgage, charge or other disposition of a limited liability partnership's property made by a liquidator is, despite any defect or irregularity affecting the validity of the winding up or the appointment of the liquidator, valid in favour of any person taking the property bona fide and for value and without notice of the defect or irregularity.

(3) Every person making or permitting any disposition of property to any liquidator is protected and indemnified in so doing despite any defect or irregularity affecting the validity of the winding up or the appointment of the liquidator not then known to that person.

(4) For the purposes of this paragraph, a disposition of property is taken as including a payment of money.

Powers and duties of liquidator

52.—(1) The liquidator may —

(*a*) in the case of a partners' voluntary winding up, with the approval of a resolution of the partners and, in the case of a creditors' voluntary winding up, with the approval of the Court or the committee of inspection, exercise any of the powers given by paragraph 20(1)(*b*), (*c*), (*d*) and (*e*) to a liquidator in a winding up by the Court;

(*b*) exercise any of the other powers by this Act given to the liquidator in a winding up by the Court; or

(*c*) summon meetings of the partners for the purpose of obtaining the sanction of the partners by resolution in respect of any matter or for any other purpose the liquidator thinks fit.

(2) The liquidator must pay the debts of the limited liability partnership and adjust the rights of the partners among themselves.

(3) When several liquidators are appointed, any power given by this Act may be exercised by such one or more of them as is determined at the time of their appointment, or in default of such determination by any number not less than 2.

Power of liquidator to accept shares, etc., as consideration for sale of property of limited liability partnership

53.—(1) Where it is proposed that the whole or part of the business or property of a limited liability partnership be transferred or sold to another corporation (called in this paragraph the corporation), the liquidator of the limited liability partnership may —

(*a*) with the sanction of a resolution of the partners conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, receive in compensation or part compensation for the transfer or sale, shares, debentures, policies or other like interests in the corporation for distribution among the partners of the limited liability partnership; or

(*b*) enter into any other arrangement whereby the partners of the limited liability partnership may, in lieu of receiving cash, shares, debentures, policies or other like interests or in addition thereto, participate in the profits of or receive any other benefit from the corporation,

and any such transfer, sale or arrangement is binding on the partners of the limited liability partnership.

(2) If any partner of the limited liability partnership expresses the partner's dissent in writing addressed to the liquidator and left at the registered office of the liquidator within 7 days after the passing of the resolution, the partner may require the liquidator either to abstain from carrying the resolution into effect or to purchase the partner's interest at a price to be determined by agreement or by arbitration in the manner provided by this paragraph.

(3) If the liquidator elects to purchase the partner's interest, the purchase money must be paid before the limited liability partnership is dissolved and be raised by the liquidator in such manner as is determined by resolution.

(4) A resolution is not invalid for the purposes of this paragraph by reason that it is passed before or concurrently with a resolution for voluntary winding up or for appointing liquidators but, if an order for winding up the limited liability partnership by the Court is made within a year after the passing of the resolution, the resolution is not valid unless sanctioned by the Court.

(5) For the purposes of an arbitration under this paragraph, the Arbitration Act 2001 applies as if there were a submission for reference to 2 arbitrators, one to be appointed by each party; and the appointment of an arbitrator may be made under the hand of the liquidator, or if there is more than one liquidator then under the hands of any 2 or more of the liquidators; and the Court may give any directions necessary for the initiation and conduct of the arbitration and such direction is binding on the parties.

(6) In the case of a creditors' voluntary winding up, the powers of the liquidator under this paragraph must not be exercised except with the approval of the Court or the committee of inspection.

Annual meeting of partners and creditors

54.—(1) If the winding up continues for more than one year, the liquidator must summon a meeting of the partners in the case of a partners' voluntary winding up, and of the partners and the creditors in the case of a creditors' voluntary winding up, at the end of the first year from the commencement of the winding up and of each succeeding year or not more than 3 months thereafter, and must lay before the meeting an account of the liquidator's acts and dealings and of the conduct of the winding up during the preceding year.

(2) The liquidator must cause the notices of the meeting of creditors to be sent by post to the creditors simultaneously with the sending of the notices of the meeting of the limited liability partnership.

(3) Every liquidator who contravenes this paragraph shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $2,000 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.

Final meeting and dissolution

55.—(1) As soon as the affairs of the limited liability partnership are fully wound up, the liquidator must make up an account showing how the winding up has been conducted and how the property of the limited liability partnership has been disposed of, and must then call a general meeting of the limited liability partnership or, in the case of a creditors' voluntary winding up a meeting of the limited liability partnership and the creditors, for the purpose of laying before it the account and giving any explanation of the account.

(2) The meeting must be called by advertisement published in at least 4 local daily newspapers, one

each in the English, Malay, Chinese and Tamil languages, which advertisement must specify the time, place and object of the meeting and must be published at least one month before the meeting, except that when a declaration is made by the liquidator and filed with the Official Receiver that neither at the date of commencement of the winding up nor since that date has the limited liability partnership had trade creditors, the advertisement mentioned in this sub-paragraph need only be published in a newspaper circulating generally throughout Singapore.

(3) The liquidator must within 7 days after the meeting lodge with the Registrar and the Official Receiver a return of the holding of the meeting and of its date with a copy of the account attached to the return, and if the return or copy of the account is not so lodged the liquidator 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.

(4) The quorum at a meeting of the limited liability partnership is 2 and at a meeting of the limited liability partnership and the creditors is 2 partners and 2 creditors, and if a quorum is not present at the meeting, the liquidator must in lieu of the return mentioned in sub-paragraph (3) lodge a return (with account attached) that the meeting was duly summoned and that no quorum was present, and upon such a return being lodged, sub-paragraph (3) is deemed to have been complied with.

(5) At the end of 3 months after the lodging of the return with the Registrar and with the Official Receiver, the limited liability partnership is dissolved.

(6) Despite sub-paragraph (5), the Court may, on the application of the liquidator or of any other person who appears to the Court to be interested, make an order deferring the date at which the dissolution of the limited liability partnership is to take effect for such time as the Court thinks fit.

(7) The person on whose application an order of the Court under this paragraph is made must, within 14 days after the making of the order, lodge with the Registrar and with the Official Receiver a copy of the order and an office copy of the order, respectively, and if the person fails to do so the person shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $1,000.

(8) If the liquidator fails to call a meeting as required by this paragraph, he or she shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $2,000 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.

Arrangement when binding on creditors

56.—(1) Any arrangement entered into between a limited liability partnership about to be or in the course of being wound up and its creditors is, subject to the right of appeal under this paragraph, binding on the limited liability partnership if sanctioned by a resolution passed by the partners, and on the creditors if acceded to by 75% in value and 50% in number of the creditors, every creditor for under $50 being reckoned in value only.

(2) A creditor must be accounted a creditor for value for such sum as, upon an account fairly stated, after allowing the value of security or liens held by the creditor and the amount of any debt or set-off owing by the creditor to the debtor, appears to be the balance due to the creditor.

(3) Any dispute with regard to the value of any such security or lien or the amount of such debt or set-off may be settled by the Court on the application of the limited liability partnership, the liquidator or the creditor.

(4) Any creditor or partner may within 3 weeks from the completion of the arrangement appeal to the Court against it, and the Court may amend, vary or confirm the arrangement.

Application to Court to have questions determined or powers exercised

57.—(1) The liquidator or any partner or creditor may apply to the Court —

(*a*) to determine any question arising in the winding up of a limited liability partnership; or

(*b*) to exercise all or any of the powers which the Court might exercise if the limited liability partnership were being wound up by the Court.

(2) The Court, if satisfied that the determination of the question or the exercise of power will be just and beneficial, may accede wholly or partially to any such application on such terms and conditions as it thinks fit or may make such other order on the application as it thinks just.

Costs

58. All proper costs, charges and expenses of and incidental to the winding up, including the remuneration of the liquidator, are payable out of the assets of the limited liability partnership in priority to all other claims.

Limitation on right to wind up voluntarily

59. Where an application has been made to the Court to wind up a limited liability partnership on the ground that it is unable to pay its debts, the limited liability partnership must not, without the permission of the Court, resolve that it be wound up voluntarily.

[Act 25 of 2021 wef 01/04/2021]

PART 4

PROVISIONS APPLICABLE TO EVERY MODE OF WINDING UP

Division 1 — General

Books to be kept by liquidator and control of Court over liquidator

60.—(1) Every liquidator must keep proper books in which he or she must cause to be made entries or minutes of proceedings at meetings and of such other matters as are prescribed, and any creditor or partner may, subject to the control of the Court, personally or by an agent inspect them.

(2) The Court is to take cognizance of the conduct of liquidators, and if a liquidator does not faithfully perform his or her duties and observe the prescribed requirements or the requirements of the Court or if any complaint is made to the Court by any creditor or partner or by the Official Receiver in regard to the liquidator's conduct, the Court is to inquire into the matter and take any action that it thinks fit.

(3) The Registrar or the Official Receiver may report to the Court any matter which in his or her opinion is a misfeasance, neglect or omission on the part of the liquidator and the Court may order the liquidator to make good any loss which the estate of the limited liability partnership has sustained

thereby and make any other order that the Court thinks fit.

(4) The Court may at any time require any liquidator to answer any inquiry in relation to the winding up and may examine him or her or any other person on oath concerning the winding up and may direct an investigation to be made of the books and vouchers of the liquidator.

(5) The Court may require any partner, trustee, receiver, banker, agent or officer of the limited liability partnership to pay, deliver, convey, surrender or transfer to the liquidator or provisional liquidator immediately or within such time as the Court directs any money, property, books and papers in his, her or its hands to which the limited liability partnership is prima facie entitled.

Powers of Official Receiver where no committee of inspection

61.—(1) Where a person other than the Official Receiver is the liquidator and there is no committee of inspection, the Official Receiver may, on the application of the liquidator, do any act or thing or give any direction or permission which is by this Act authorised or required to be done or given by the committee.

(2) Where the Official Receiver is the liquidator and there is no committee of inspection, the Official Receiver may do any act or thing which is by this Act required to be done by, or subject to any direction or permission given by, the committee.

Appeal against decision of liquidator

62. Any person aggrieved by any act or decision of the liquidator may apply to the Court which may confirm, reverse or modify the act or decision complained of and make such order as the Court thinks just.

Notice of appointment and address of liquidator

63.—(1) A liquidator must, within 14 days after his or her appointment, lodge with the Registrar and with the Official Receiver notice in the prescribed form of the appointment and of the address of the office and in the event of any change in the address of the office must within 14 days after the change lodge with the Registrar and with the Official Receiver notice in the prescribed form of the change.

(2) Service made by leaving any document at or sending it by post addressed to the address of the office of the liquidator given in any such notice lodged with the Registrar is deemed to be good service upon the liquidator and upon the limited liability partnership.

(3) A liquidator must, within 14 days after his or her resignation or removal from office, lodge with the Registrar and with the Official Receiver notice thereof in the prescribed form.

(4) If a liquidator contravenes this paragraph, he or she 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.

Liquidator's accounts

64.—(1) Every liquidator must, within one month after the end of 6 months from the date of his or her appointment and of every subsequent period of 6 months and in any case within one month after he or she ceases to act as liquidator and immediately after obtaining an order of release, lodge with the Official Receiver in the prescribed form and verified by statutory declaration an account of his or her

receipts and payments and a statement of the position in the winding up, and any liquidator who fails to do so 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.

(2) The liquidator must also lodge with the Registrar a notice in the prescribed form of the matters referred to in sub-paragraph (1) and, if he or she fails to do so, he or she 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.

(3) The Official Receiver may cause the account of any liquidation to be audited by a public accountant, and for the purpose of the audit the liquidator must provide the public accountant with such vouchers and information as the public accountant requires, and the public accountant may at any time require the production of and inspect any books or accounts kept by the liquidator.

(4) A copy of the account or, if audited, a copy of the audited account must be kept by the liquidator and the copy is open to the inspection of any creditor or of any person interested at the liquidator's office.

(5) The liquidator must —

(*a*) give notice that the account has been made up to every creditor and partner when next forwarding any report, notice of meeting, notice of call or dividend; and

(*b*) in the notice inform the creditors and partners at what address and between what hours the account may be inspected.

(6) The costs of an audit under this paragraph are to be fixed by the Official Receiver and are part of the expenses of winding up.

Liquidator to make good defaults

65.—(1) If any liquidator who has made any default in lodging or making any application, return, account or other document, or in giving any notice which he or she is by law required to lodge, make or give, fails to make good the default within 14 days after the service on him or her of a notice requiring him or her to do so, the Court may, on the application of any partner or creditor of the limited liability partnership or the Official Receiver, make an order directing the liquidator to make good the default within the time specified in the order.

(2) Any order made under sub-paragraph (1) may provide that all costs of and incidental to the application must be borne by the liquidator.

(3) Nothing in sub-paragraph (1) prejudices the operation of any written law imposing penalties on a liquidator in respect of any such default.

Notification that a limited liability partnership is in liquidation

66.—(1) Where a limited liability partnership is being wound up, every invoice, order for goods or business letter issued by or on behalf of the limited liability partnership or a liquidator of the limited liability partnership or a receiver or manager of the property of the limited liability partnership, being a document on or in which the name of the limited liability partnership appears, must have the words "in liquidation" added after the name of the limited liability partnership where it first appears in the document.

(2) If sub-paragraph (1) is contravened, the limited liability partnership, and every officer of the limited liability partnership or liquidator and every receiver or manager who knowingly and wilfully authorises or permits the default, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $400.

Books of limited liability partnership

67.—(1) Where a limited liability partnership is being wound up, all books and papers of the limited liability partnership and of the liquidator that are relevant to the affairs of the limited liability partnership at or subsequent to the commencement of the winding up of the limited liability partnership are, as between the partners of the limited liability partnership, prima facie evidence of the truth of all matters purporting to be recorded in them.

(2) When a limited liability partnership has been wound up the liquidator must retain the books and papers referred to in sub-paragraph (1) for a period of 5 years from the date of dissolution of the limited liability partnership and at the end of that period may destroy them.

(3) Despite sub-paragraph (2), when a limited liability partnership has been wound up, the books and papers mentioned in sub-paragraph (1) may be destroyed within 5 years after the dissolution of the limited liability partnership in the case of a winding up by the Court, in accordance with the directions of the Court.

(4) No responsibility rests on the limited liability partnership or the liquidator by reason of any such book or paper not being forthcoming to any person claiming to be interested in it if such book or paper has been destroyed in accordance with this paragraph.

(5) Any person who contravenes sub-paragraph (2) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $2,000.

Investment of surplus funds on general account

68.—(1) Whenever the cash balance standing to the credit of any limited liability partnership in liquidation is in excess of the amount which, in the opinion of the committee of inspection, or, if there is no committee of inspection, of the liquidator, is required for the time being to answer demands in respect of the estate of the limited liability partnership, the liquidator, if so directed in writing by the committee of inspection, or, if there is no committee of inspection, the liquidator himself or herself, may, unless the Court on application by any creditor thinks fit to direct otherwise and so orders, invest the sum or any part of the investment or deposit in securities issued by the Government of Singapore or of Malaysia or place it on deposit at interest with any bank, and any interest received in respect of the investment or deposit forms part of the assets of the limited liability partnership.

(2) Whenever any part of the money so invested is, in the opinion of the committee of inspection, or, if there is no committee of inspection, of the liquidator, required to answer any demands in respect of the limited liability partnership's estate, the committee of inspection may direct, or, if there is no committee of inspection, the liquidator may arrange for, the sale or realisation of such part of those securities as is necessary.

Unclaimed assets to be paid to Official Receiver

69.—(1) Where a liquidator has in his or her hands or under his or her control —

(*a*) any unclaimed dividend or other moneys which have remained unclaimed for more than 6 months from the date when the dividend or other moneys became payable; or

(*b*) after making final distribution, any unclaimed or undistributed moneys arising from the property of the limited liability partnership,

he or she must immediately pay those moneys to the Official Receiver to be placed to the credit of the Limited Liability Partnerships Liquidation Account (called in this paragraph the liquidation account) and is entitled to the prescribed certificate of receipt for the moneys so paid and that certificate is an effectual discharge to him or her in respect of the moneys.

(2) The Court may, at any time on the application of the Official Receiver, order any liquidator to submit to it an account of any unclaimed or undistributed funds, dividends or other moneys in his or her hands or under his or her control verified by affidavit and may direct an audit thereof and may direct him or her to pay those moneys to the Official Receiver to be placed to the credit of the liquidation account.

(3) The interest arising from the investment of the moneys standing to the credit of the liquidation account must be paid into the Consolidated Fund.

(4) For the purposes of this paragraph, the Court may exercise all the powers conferred by this Act with respect to the discovery and realisation of the property of the limited liability partnership and the provisions of this Act with respect thereto apply with such adaptations as are prescribed to proceedings under this paragraph.

(5) This paragraph does not, except as expressly declared in this Act, deprive any person of any other right or remedy to which the person is entitled against the liquidator or any other person.

(6) If any claimant makes any demand for any money placed to the credit of the liquidation account, the Official Receiver upon being satisfied that the claimant is the owner of the money must authorise payment of the money to be made to the claimant out of that account or, if it has been paid into the Consolidated Fund, may authorise payment of the same amount to be made to the claimant out of moneys made available by Parliament for the purpose.

(7) Any person dissatisfied with the decision of the Official Receiver in respect of a claim made pursuant to sub-paragraph (6) may appeal to the Court which may confirm, disallow or vary the decision.

(8) Where any unclaimed moneys paid to any claimant are afterwards claimed by any other person, that other person is not entitled to any payment out of the liquidation account or out of the Consolidated Fund but such person may have recourse against the claimant to whom the unclaimed moneys have been paid.

(9) Any unclaimed moneys paid to the credit of the liquidation account to the extent to which the unclaimed moneys have not been under this paragraph paid out of that account must, on the lapse of 7 years from the date of the payment of the moneys to the credit of that account, be paid into the Consolidated Fund.

Outstanding assets of limited liability partnership wound up on grounds of national security or interest

70. Despite any written law or rule of law to the contrary, upon a limited liability partnership being wound up under paragraph 3(1)(*f*) on the ground that it is being used for purposes against national security or interest, the Court may, on the application of the Minister, order that any assets of the limited liability partnership remaining after payment of its debts and liabilities and the costs, charges and expenses of the winding up must be paid into the Consolidated Fund.

Expenses of winding up where assets insufficient

71.—(1) Unless expressly directed to do so by the Official Receiver, a liquidator is not liable to incur any expense in relation to the winding up of a limited liability partnership unless there are sufficient available assets.

(2) The Official Receiver may, on the application of a creditor or a partner, direct a liquidator to incur a particular expense on condition that the creditor or partner indemnifies the liquidator in respect of the recovery of the amount expended and, if the Official Receiver so directs, gives such security to secure the amount of the indemnity as the Official Receiver thinks reasonable.

Resolutions passed at adjourned meetings of creditors and partners

72. Subject to paragraph 43(9), where a resolution is passed at an adjourned meeting of any creditors or partners of a limited liability partnership, the resolution is for all purposes treated as having been passed on the date on which it was in fact passed and not on any earlier date.

Meetings to ascertain wishes of creditors or partners

73.—(1) The Court may, as to all matters relating to the winding up of a limited liability partnership, have regard to the wishes of the creditors or partners as proved to it by any sufficient evidence, and may, if it thinks fit for the purpose of ascertaining those wishes, direct meetings of the creditors or partners to be called, held and conducted in such manner as the Court directs, and may appoint a person to act as chairperson of any such meeting and to report the result of the meeting to the Court.

(2) In the case of creditors, regard is to be had to the value of each creditor's debt.

(3) In the case of partners, regard is to be had to the number of votes conferred on each partner by this Act or the limited liability partnership agreement.

Special commission for receiving evidence

74.—(1) District Judges are commissioners for the purpose of taking evidence under this Schedule, and the Court may refer the whole or any part of the examination of any witnesses under this Schedule to any person appointed as a commissioner.

(2) Every commissioner must, in addition to any powers which he or she might lawfully exercise as a District Judge, have in the matter so referred to him or her the same powers as the Court of summoning and examining witnesses, of requiring the production or delivery of documents, of punishing defaults by witnesses and of allowing costs and expenses to witnesses.

(3) Unless otherwise ordered by the Court, the taking of evidence by commissioners must be in open court and must be open to the public.

(4) The examination so taken must be returned or reported to the Court in such manner as the Court directs.

Division 2 — Proof and ranking of claims

Proof of debts

75.—(1) In every winding up all debts payable on a contingency, and all claims against the limited liability partnership, present or future, certain or contingent, ascertained or sounding only in damages,

are admissible to proof against the limited liability partnership, a just estimate being made, so far as possible, of the value of such debts or claims as are subject to any contingency or sound only in damages, or for some other reason do not bear a certain value.

(2) Subject to paragraph 76, in the winding up of an insolvent limited liability partnership the same rules prevail and must be observed with regard to the respective rights of secured and unsecured creditors and debts provable and the valuation of annuities and future and contingent liabilities as are in force for the time being under the law relating to bankruptcy in relation to the estates of bankrupt persons, and all persons, who in any such case would be entitled to prove for and receive dividends out of the assets of the limited liability partnership, may come in under the winding up and make such claims against the limited liability partnership as they respectively are entitled to by virtue of this paragraph.

Priorities

76.—(1) Subject to the provisions of this Act, in a winding up there must be paid in priority to all other unsecured debts —

(*a*) first, the costs and expenses of the winding up including the taxed costs of the applicant for the winding up order payable under paragraph 5, the remuneration of the liquidator and the costs of any audit carried out pursuant to paragraph 64;

(*b*) second, subject to sub-paragraph (2), all wages or salary (whether or not earned wholly or in part by way of commission) including any amount payable by way of allowance or reimbursement under any contract of employment or award or agreement regulating conditions of employment of any employee;

(*c*) third, subject to sub-paragraph (2), the amount due to an employee as a retrenchment benefit or ex gratia payment under any contract of employment or award or agreement that regulates conditions of employment whether such amount becomes payable before, on or after the commencement of the winding up;

(*d*) fourth, all amounts due in respect of work injury compensation under the Work Injury Compensation Act 2019 or the Work Injury Compensation Act (Cap. 354, 2009 Revised Edition) repealed by that Act accrued before, on or after the commencement of the winding up;

(*e*) fifth, all amounts due in respect of contributions payable during the 12 months next before, on or after the commencement of the winding up by the limited liability partnership as the employer of any person under any written law relating to employees' superannuation or provident funds or under any scheme of superannuation which is an approved scheme under the law relating to income tax;

(*f*) sixth, all remuneration payable to any employee in respect of vacation leave, or in the case of his or her death to any other person in the employee's right, accrued in respect of any period before, on or after the commencement of the winding up; and

(*g*) seventh, the amount of all tax assessed and all goods and services tax due under any written law before the date of the commencement of the winding up or assessed at any time before the time fixed for the proving of debts has expired.

(2) Subject to sub-paragraph (2A), the amount payable under sub-paragraph (1)(*b*) and (*c*) must not exceed the lower of the following amounts for each employee:

(*a*) 5 months' salary (whether for time or piecework) in respect of services rendered by the employee to the limited liability partnership;

(*b*) $13,000, or an amount that is 5 times the amount (if any) prescribed by the Minister charged with the responsibility for manpower under section 35(*b*) of the Employment Act 1968, whichever is the higher.

[Act 30 of 2024 wef 01/01/2025]

(2A) Where the amounts in sub-paragraph (2)(*a*) and (*b*) are the same, the amount payable for each employee under sub-paragraph (1)(*b*) and (*c*) is equal to either of those amounts.

[Act 30 of 2024 wef 01/01/2025]

(3) The Minister may, by order in the *Gazette*, amend sub-paragraph (2) by varying the amount specified in that sub-paragraph as the maximum amount payable under sub-paragraph (1)(*b*) and (*c*).

(4) In sub-paragraph (1)(*b*) and (*c*) —

"employee" means a person who has entered into or works under a contract of service with an employer and includes a subcontractor of labour;

"ex gratia payment" means the amount payable to an employee on the winding up of a limited liability partnership or on the termination of the employee's service by his or her employer on the ground of redundancy or by reason of any reorganisation of the employer, profession, business, trade or work, and "the amount payable to an employee" for these purposes means the amount stipulated in any contract of employment, award or agreement, as the case may be;

"retrenchment benefit" means the amount payable to an employee on the winding up of a limited liability partnership or on the termination of the employee's service by his or her employer on the ground of redundancy or by reason of any reorganisation of the employer, profession, business, trade or work, and "the amount payable to an employee" for these purposes means the amount stipulated in any contract of employment, award or agreement, as the case may be, or if no amount is stipulated in the contract, such amount as is stipulated by the Commissioner for Labour or by an Employment Claims Tribunal constituted under section 4 of the State Courts Act 1970.

"wages or salary" is deemed to include —

(i) all arrears of money due to a subcontractor of labour;

(ii) any amount payable to an employee on account of wages or salary during a period of notice of termination of employment or in lieu of such notice (as the case may be) whether the amount becomes payable before, on or after the commencement of the winding up; and

(iii) any amount payable to an employee, on termination of the employee's employment, as a gratuity under any contract of employment, or under any award or agreement that regulates conditions of employment whether the amount becomes payable before, on or after the commencement of the winding up.

(5) The debts in each class, specified in sub-paragraph (1), rank in the order therein specified but as between debts of the same class rank equally between themselves, and must be paid in full, unless the

property of the limited liability partnership is insufficient to meet them, in which case they abate in equal proportions between themselves.

(6) Where any payment has been made to any employee of the limited liability partnership on account of wages, salary or vacation leave out of money advanced by a person for that purpose, the person by whom the money was advanced has, in a winding up, a right of priority in respect of the money so advanced and paid, up to the amount by which the sum in respect of which the employee would have been entitled to priority in the winding up has been diminished by reason of the payment, and has the same right of priority in respect of that amount as the employee would have had if the payment had not been made.

(7) So far as the assets of the limited liability partnership available for payment of general creditors are insufficient to meet any preferential debts specified in sub-paragraph (1)(*a*), (*b*), (*c*), (*e*) and (*f*) and any amount payable in priority by virtue of sub-paragraph (6), those debts have priority over the claims of the holders of debentures under any floating charge created by the limited liability partnership (which charge, as created, was a floating charge), and must be paid accordingly out of any property comprised in or subject to that charge.

(8) Where the limited liability partnership is under a contract of insurance (entered into before the commencement of the winding up) insured against liability to third parties, then if any such liability is incurred by the limited liability partnership (either before or after the commencement of the winding up) and an amount in respect of that liability is or has been received by the limited liability partnership or the liquidator from the insurer, the amount must, after deducting any expenses of or incidental to getting in that amount, be paid by the liquidator to the third party in respect of whom the liability was incurred to the extent necessary to discharge that liability or any part of that liability remaining undischarged in priority to all payments in respect of the debts referred to in sub-paragraph (1).

(9) If the liability of the insurer to the limited liability partnership is less than the liability of the limited liability partnership to the third party, nothing in sub-paragraph (8) limits the rights of the third party in respect of the balance.

(10) Despite anything in sub-paragraph (1) —

(*a*) sub-paragraph (1)(*d*) does not apply in relation to the winding up of a limited liability partnership in any case where the limited liability partnership is being wound up voluntarily merely for the purpose of reconstruction or of amalgamation with another limited liability partnership and the right to the compensation has on the reconstruction or amalgamation been preserved to the person entitled to it, or where the limited liability partnership has entered into a contract with an insurer in respect of any liability under any law relating to work injury compensation; and

(*b*) where a limited liability partnership has given security for the payment or repayment of any amount to which sub-paragraph (1)(*g*) relates, sub-paragraph (1)(*g*) applies only in relation to the balance of any such amount remaining due after deducting from it the net amount realised from such security.

(11) Where in any winding up assets have been recovered under an indemnity for costs of litigation given by certain creditors, or have been protected or preserved by the payment of moneys or the giving of indemnity by creditors, or where expenses in relation to which a creditor has indemnified a liquidator have been recovered, the Court may make any order that it thinks just with respect to the distribution of those assets and the amount of those expenses so recovered with a view to giving those creditors an advantage over others in consideration of the risks run by them in so doing.

Priority of specified debts relating to platform workers in winding up of platform operator

76A.—(1) This paragraph applies in relation to a winding up of a platform operator that is a limited liability partnership.

(2) The following have priority over all unsecured debts of the platform operator, other than the preferential debts specified in paragraph 76(1)(*a*) to (*f*), and rank in priority after the debts specified in paragraph 76(1)(*f*) but before those specified in paragraph 76(1)(*g*):

(*a*) first, all earnings payable to a platform worker, including any amount payable by way of reimbursement under any platform work agreement or any award or agreement regulating the conditions under which any platform worker provides a platform service for the platform operator;

(*b*) second, all amounts due in respect of any work injury compensation payable to or for the benefit of a platform worker under the Work Injury Compensation Act 2019 accrued before, on or after the commencement of the winding up;

(*c*) third, all amounts due in respect of contributions payable, during a period of 12 consecutive months commencing not earlier than 12 months before and ending not later than 12 months after the commencement of the winding up, by the platform operator, under any written law relating to platform workers' superannuation or provident funds.

(3) The amount payable under sub-paragraph (2)(*a*) must not exceed $13,000.

(4) The debts in each class specified in sub-paragraph (2) rank in the order specified in that sub-paragraph but debts of the same class rank equally between themselves, and are to be paid in full, unless the property of the platform operator is insufficient to meet them, in which case the debts of the same class abate in equal proportions between themselves.

(5) Where any payment has been made to any platform worker of the platform operator on account of earnings out of money advanced by a person for that purpose, the person by whom the money was advanced, in a winding up —

(*a*) has a right of priority in respect of the money so advanced and paid, up to the amount by which the sum in respect of which the platform worker would have been entitled to priority in the winding up has been diminished by reason of the payment; and

(*b*) has the same right of priority in respect of that amount as the platform worker would have had if the payment had not been made.

(6) So far as the assets of the platform operator available for payment of general creditors are insufficient to meet any preferential debts specified in —

(*a*) paragraph 76(1)(*a*), (*b*), (*c*), (*e*) and (*f*);

(*b*) sub-paragraph (2)(*a*) and (*c*); and

(*c*) any amount payable in priority by virtue of sub-paragraph (5) or paragraph 76(6),

those debts —

(*d*) have priority over the claims of the holders of debentures under any floating charge created by the platform operator (which charge, as created, was a floating charge); and

(*e*) must be paid accordingly out of any property comprised in or subject to that charge.

(7) In this paragraph —

"earnings" has the meaning given by section 2 of the Platform Workers Act 2024;

"platform operator" has the meaning given by section 4 of the Platform Workers Act 2024;

"platform work agreement" has the meaning given by section 2 of the Platform Workers Act 2024;

"platform worker" has the meaning given by section 5(1) of the Platform Workers Act 2024.

[Act 30 of 2024 wef 01/01/2025]

Division 3 — Effect on other transactions

Transactions at an undervalue

77.—(1) Subject to this paragraph and paragraphs 79 and 81, where a limited liability partnership is wound up and it has at the relevant time (as defined in paragraph 79) entered into a transaction with any person at an undervalue, the Official Assignee may apply to the Court for an order under this paragraph.

(2) The Court, on such an application, is to make such order as it thinks fit for restoring the position to what it would have been if that limited liability partnership had not entered into that transaction.

(3) The Court is not to make an order under sub-paragraph (2) in respect of a transaction at an undervalue if it is satisfied that —

(*a*) the limited liability partnership which entered into the transaction did so in good faith and for the purpose of carrying on its business; and

(*b*) at the time it did so, there were reasonable grounds for believing that the transaction would benefit the limited liability partnership.

(4) For the purposes of this paragraph and paragraphs 79 and 81, a limited liability partnership enters into a transaction with a person at an undervalue if —

(*a*) it makes a gift to that person or it otherwise enters into a transaction with that person on terms that provide for it to receive no consideration; or

(*b*) it enters into a transaction with that person for a consideration the value of which, in money or money's worth, is significantly less than the value, in money or money's worth, of the consideration provided by the limited liability partnership.

Unfair preferences

78.—(1) Subject to this paragraph and paragraphs 79 and 81, where a limited liability partnership is wound up and it has, at the relevant time (as defined in paragraph 79), given an unfair preference to any person, the Official Assignee may apply to the Court for an order under this paragraph.

(2) The Court, on such an application, is to make such order as it thinks fit for restoring the position to what it would have been if that limited liability partnership had not given that unfair preference.

(3) For the purposes of this paragraph and paragraphs 79 and 81, a limited liability partnership gives an unfair preference to a person if —

(*a*) that person is one of the limited liability partnership's creditors or a surety or guarantor for any of its debts or other liabilities; and

(*b*) the limited liability partnership does anything or suffers anything to be done which (in either case) has the effect of putting that person into a position which, in the event of the limited liability partnership's liquidation, will be better than the position the person would have been in if that thing had not been done.

(4) The Court is not to make an order under this paragraph in respect of an unfair preference given to any person unless the limited liability partnership which gave the preference was influenced in deciding to give it by a desire to produce in relation to that person the effect mentioned in sub-paragraph (3)(*b*).

(5) A limited liability partnership which has given an unfair preference to a person connected with the limited liability partnership (otherwise than by reason only of being its employee) at the time the unfair preference was given is presumed, unless the contrary is shown, to have been influenced in deciding to give it by such a desire as is mentioned in sub-paragraph (4).

(6) The fact that something has been done pursuant to the order of a court does not, without more, prevent the doing or suffering of that thing from constituting the giving of an unfair preference.

(7) This paragraph applies without affecting the operation of paragraph 85.

Relevant time under paragraphs 77 and 78

79.—(1) Subject to this paragraph, the time at which a limited liability partnership enters into a transaction at an undervalue or gives an unfair preference is a relevant time if the transaction is entered into or the preference given —

(*a*) in the case of a transaction at an undervalue, within the period of 5 years ending on the day which the winding up of the limited liability partnership is deemed by this Schedule to have commenced;

(*b*) in the case of an unfair preference which is not a transaction at an undervalue and is given to a person who is connected with the limited liability partnership (otherwise than by reason only of being its employee), within the period of 2 years ending on that day; and

(*c*) in any other case of an unfair preference which is not a transaction at an undervalue, within the period of 6 months ending on that day.

(2) Where a limited liability partnership enters into a transaction at an undervalue or gives an unfair preference at a time mentioned in sub-paragraph (1)(*a*), (*b*) or (*c*), that time is not a relevant time for the purposes of paragraphs 77 and 78 unless the limited liability partnership —

(*a*) is insolvent at that time; or

(*b*) becomes insolvent in consequence of the transaction or preference.

(3) Where a transaction is entered into at an undervalue by a limited liability partnership with a person who is connected to the limited liability partnership (otherwise than by reason only of being its employee), the requirements under sub-paragraph (2) are presumed to be satisfied unless the contrary is shown.

(4) For the purposes of sub-paragraph (2), a limited liability partnership is insolvent if —

(*a*) it is unable to pay its debts as they fall due; or

(*b*) the value of its assets is less than the amount of its liabilities.

Meaning of "connected with"

80.—(1) For the purposes of paragraphs 78 and 79, any question whether a person is connected with a limited liability partnership is determined in accordance with this paragraph.

(2) A person is connected with a limited liability partnership if the person is —

(*a*) a partner of the limited liability partnership or an associate of such a partner; or

(*b*) an associate of the limited liability partnership.

(3) A person is an associate of an individual if that person is the individual's spouse, or is a relative, or the spouse of a relative of, the individual or his or her spouse.

(4) A person is an associate of any other person with whom the person is in partnership, and of the spouse or relative of any individual with whom the person is in partnership.

(5) A person is an associate of any other person whom the person employs or by whom the person is employed and for this purpose, any director or other officer of a company is treated as employed by that company and any partner of a limited liability partnership is treated as employed by that limited liability partnership.

(6) A person in the capacity as trustee of a trust is an associate of another person if the beneficiaries of the trust include, or the terms of the trust confer a power that may be exercised for the benefit of, that other person or an associate of that other person.

(7) A limited liability partnership or company is regarded as an associate of another limited liability partnership or company if —

(*a*) the same person has control of both entities;

(*b*) a person (*P*) has control of one entity and persons who are *P*'s associates, or *P* and *P*'s associates, have control of the other entity; or

(*c*) a group of 2 or more persons has control of each entity, and the groups —

(i) consist of the same persons; or

(ii) could be regarded as consisting of the same persons by treating (in one or more cases) a member of either group as replaced by a person of whom the member is an associate.

(8) A limited liability partnership or company is an associate of a person if that person has control of it or if that person and other persons who are that person's associates together have control of it.

(9) For the purposes of this paragraph, a person is a relative of an individual if the person is that individual's brother, sister, uncle, aunt, nephew, niece, lineal ancestor or lineal descendant, treating —

(*a*) any relationship of the half blood as a relationship of the whole blood and the stepchild or adopted child of any person as the person's child; and

(*b*) an illegitimate child as the legitimate child of the child's mother and reputed father.

(10) References in this paragraph to a spouse include a former spouse.

(11) For the purposes of this paragraph, a person is taken to have control of a limited liability partnership or company if —

(*a*) the partners of the limited liability partnership or directors of the company or the partners or directors of another entity which has control of the partnership or company, as the case may be (or any of them), are accustomed to act in accordance with the person's directions or instructions; or

(*b*) the person is entitled to exercise, or control the exercise of, one-third or more of the voting power at any meeting of the limited liability partnership or general meeting of the company or of another entity which has control of the partnership or company, as the case may be,

and where 2 or more persons together satisfy sub-paragraph (*a*) or (*b*), they are taken to have control of the limited liability partnership or company.

(12) In this paragraph, "company" includes any body corporate (whether incorporated in Singapore or elsewhere); and references to directors and other officers of a company and to voting power at any general meeting of a company have effect with any necessary modifications.

Orders under paragraphs 77 and 78

81.—(1) Without limiting paragraphs 77(2) and 78(2), an order under either of those paragraphs with respect to a transaction or preference entered into or given by a limited liability partnership which is subsequently wound up may, subject to this paragraph —

(*a*) require any property transferred as part of the transaction, or in connection with the giving of the preference, to be vested in the limited liability partnership;

(*b*) require any property to be so vested if it represents in any person's hands the application of the proceeds of sale of property so transferred or of money so transferred;

(*c*) release or discharge (in whole or in part) any security given by the limited liability partnership;

(*d*) require any person to pay, in respect of benefits received by the person from the limited liability partnership, such sums to the liquidator as the Court may direct;

(*e*) provide for any surety or guarantor whose obligations to any person were released or discharged (in whole or in part) under the transaction or by the giving of the preference to be under such new or revived obligations to that person as the Court thinks appropriate;

(*f*) provide for security to be provided for the discharge of any obligation imposed by or arising under the order, for such an obligation to be charged on any property and for the security or charge to have the same priority as a security or charge released or discharged (in whole or in part) under the transaction or by the giving of the unfair preference; and

(*g*) provide for the extent to which any person whose property is vested by the order in the limited liability partnership, or on whom obligations are imposed by the order, is to be able to prove in the winding up of the limited liability partnership for debts or other liabilities which arose from, or were released or discharged (in whole or in part) under or by, the

transaction or the giving of the unfair preference.

(2) An order under paragraph 77 or 78 may affect the property of, or impose any obligation on, any person whether or not the limited liability partnership in question entered into the transaction with the person or unfair preference was given to the person, as the case may be.

(3) An order under paragraph 77 or 78 must not —

(*a*) prejudice any interest in property which was acquired from a person other than that limited liability partnership and was acquired in good faith, for value and without notice of the relevant circumstances, or prejudice any interest deriving from such an interest; or

(*b*) require a person who received a benefit from the transaction or unfair preference in good faith, for value and without notice of the relevant circumstances to pay a sum to the liquidator, except where the person was a party to the transaction or the payment is to be in respect of an unfair preference given to that person at a time when the person was a creditor of that limited liability partnership.

(4) For the purposes of this paragraph, the relevant circumstances, in relation to a transaction or unfair preference, are —

(*a*) the circumstances by virtue of which an order under paragraph 77 or 78 could be made in respect of the transaction or preference if the limited liability partnership in question were wound up within the particular period after the transaction is entered into or the unfair preference given; and

(*b*) if that period has expired, the fact that the limited liability partnership has been wound up within that period.

Extortionate credit transactions

82.—(1) This paragraph applies where a limited liability partnership which is wound up is or has been a party to a transaction for or involving the provision to it of credit.

(2) The Court may, on the application of the liquidator, make an order with respect to the transaction if the transaction is or was extortionate and was entered into within 3 years before the commencement of the winding up.

(3) For the purposes of this paragraph, a transaction is extortionate if, having regard to the risk accepted by the person providing the credit —

(*a*) its terms are or were such as to require grossly exorbitant payments to be made (whether unconditionally or in certain contingencies) in respect of the provision of the credit; or

(*b*) it is harsh and unconscionable or substantially unfair,

and it is presumed, unless the contrary is proved, that the transaction was extortionate.

(4) An order under this paragraph may contain one or more of the following:

(*a*) provision setting aside the whole or part of any obligation created by the transaction;

(*b*) provision varying the terms of the transaction or varying the terms on which any security for the purposes of the transaction is held;

(*c*) provision requiring any person who is or was a party to the transaction to pay the liquidator any sums paid to that person;

(*d*) provision requiring any person to surrender to the liquidator any property held by the person as security for the purposes of the transaction;

(*e*) provision directing accounts to be taken between any persons.

(5) Any sums or property required to be paid or surrendered to the liquidator in accordance with an order under this paragraph must be comprised in the bankrupt's estate.

Avoidance of general assignment of book debts

83.—(1) This paragraph applies where a limited liability partnership makes a general assignment to another person of its existing or future book debts, or any class of them, and is subsequently wound up.

(2) The assignment is void against the liquidator as regards book debts which were not paid before the commencement of the winding up of the limited liability partnership, unless the assignment has been registered under the Bills of Sale Act 1886.

(3) For the purposes of this paragraph —

"assignment" includes an assignment by way of security or charge on book debts;

"general assignment" does not include —

(*a*) an assignment of book debts due at the date of the assignment from specified debtors or of debts becoming due under specified contracts; or

(*b*) an assignment of book debts included either in a transfer of a business made in good faith and for value or in an assignment of assets for the benefit of creditors generally.

(4) For the purposes of registration under the Bills of Sale Act 1886, an assignment of book debts is treated as if it were a bill of sale given otherwise than by way of security for the payment of a sum of money.

(5) The provisions of the Bills of Sale Act 1886 with respect to the registration of bills of sale apply accordingly with such necessary modifications as may be made by rules under that Act.

Right of recovery of distributions

84.—(1) A partner or former partner of a limited liability partnership who receives a distribution from the limited liability partnership —

(*a*) when the limited liability partnership is insolvent and knew or ought to have known at the time of the distribution that the limited liability partnership was insolvent; or

(*b*) which results in the limited liability partnership becoming insolvent and knew or ought to have known at the time of distribution that the limited liability partnership would become insolvent as a result of the distribution,

shall be personally liable to the limited liability partnership for the amount or value of the distribution if it was received within a period of 3 years before the commencement of the winding up of the limited

liability partnership.

(2) For the purposes of this paragraph —

(*a*) a limited liability partnership is insolvent at a particular time if at that time —

(i) it is unable to pay its debts as they become due in the normal course of business; or

(ii) the value of the limited liability partnership's assets is less than the value of its liabilities;

(*b*) distribution means any payment of dividends, distribution of profits, return or refund of capital by the limited liability partnership, whether in cash or in kind and any payment made by the limited liability partnership under section 11(3); and

(*c*) a partner or former partner is deemed to have received a distribution if the distribution is received by an assignee of the partner or former partner.

(3) Where any partner or former partner has made a payment to discharge a liability under sub-paragraph (1), the amount of the payment constitutes a debt due from the limited liability partnership to such partner or former partner, and paragraph 47 applies to such debt but only after all the liabilities of the limited liability partnership (excluding the debts arising under this sub-paragraph) have been discharged and settled in full.

Liquidator's right to recover in respect of certain sales to or by limited liability partnership

85.—(1) Where any property, business or undertaking has been acquired by a limited liability partnership for a cash consideration within a period of 2 years before the commencement of the winding up of the limited liability partnership from —

(*a*) a person who was at the time of the acquisition a manager of the limited liability partnership;

(*b*) another limited liability partnership of which, at the time of the acquisition, a manager was also a manager of the firstmentioned limited liability partnership;

(*c*) a corporation (other than a limited liability partnership) of which, at the time of the acquisition, a director was also a manager of the limited liability partnership; or

(*d*) a firm of which, at the time of the acquisition, a partner was also a manager of the limited liability partnership,

the liquidator may recover from the person, limited liability partnership, corporation or firm from which the property, business or undertaking was acquired any amount by which the cash consideration for the acquisition exceeded the value of the property, business or undertaking at the time of its acquisition.

(2) Where any property, business or undertaking has been sold by a limited liability partnership for a cash consideration within a period of 2 years before the commencement of the winding up of the limited liability partnership —

(*a*) to a person who was, at the time of the sale, a manager of the limited liability partnership;

(*b*) to another limited liability partnership of which, at the time of the sale, a manager was also a manager of the firstmentioned limited liability partnership;

(*c*) from a corporation (other than a limited liability partnership) of which, at the time of the sale, a director was also a manager of the limited liability partnership; or

(*d*) from a firm of which, at the time of the sale, a partner was also a manager of the limited liability partnership,

the liquidator may recover from the person, limited liability partnership, corporation or firm to which the property, business or undertaking was sold any amount by which the value of the property, business or undertaking at the time of the sale exceeded the cash consideration.

(3) For the purposes of this paragraph, the value of the property, business or undertaking includes the value of any goodwill or profits which might have been made from the business or undertaking or similar considerations.

(4) In this paragraph, "cash consideration", in relation to an acquisition or sale by a limited liability partnership, means consideration for such acquisition or sale payable otherwise than as contribution of capital to the limited liability partnership.

Disclaimer of onerous property

86.—(1) Where any part of the property of a limited liability partnership consists of —

(*a*) any estate or interest in land which is burdened with onerous covenants;

(*b*) shares or interests in corporations;

(*c*) unprofitable contracts; or

(*d*) any other property that is unsaleable, or not readily saleable, by reason of its binding the possessor of the property to the performance of any onerous act, or to the payment of any sum of money,

the liquidator of the limited liability partnership, even though he or she has endeavoured to sell or has taken possession of the property or exercised any act of ownership in relation to the property, may, with the permission of the Court or the committee of inspection and, subject to this paragraph, by writing signed by him or her, at any time within 12 months after the commencement of the winding up or such extended period as is allowed by the Court, disclaim the property; but where any such property has not come to the knowledge of the liquidator within one month after the commencement of the winding up, the power of disclaiming may be exercised at any time within 12 months after he or she has become aware of the property or such extended period as is allowed by the Court.

[Act 25 of 2021 wef 01/04/2021]

(2) The disclaimer operates to determine, as from the date of disclaimer, the rights, interest and liabilities of the limited liability partnership and the property of the limited liability partnership in or in respect of the property disclaimed, but does not, except so far as is necessary for the purpose of releasing the limited liability partnership and the property of the limited liability partnership from liability, affect the rights or liabilities of any other person.

(3) The Court or the committee before or on granting permission to disclaim may require such notices to be given to persons interested, and impose such terms as a condition of granting permission, and make such other order in the matter as the Court or committee thinks just.

[Act 25 of 2021 wef 01/04/2021]

(4) The liquidator is not entitled to disclaim if an application in writing has been made to him or her

by any person interested in the property requiring him or her to decide whether he or she will or will not disclaim, and the liquidator has not, within a period of 28 days after the receipt of the application or such further period as is allowed by the Court or the committee, given notice to the applicant that he or she intends to apply to the Court or the committee for permission to disclaim, and, in the case of a contract, if the liquidator after such an application in writing does not within that period or further period disclaim the contract, he or she is deemed to have adopted it.

[Act 25 of 2021 wef 01/04/2021]

(5) The Court may, on the application of a person who is, as against the liquidator, entitled to the benefit or subject to the burden of a contract made with the limited liability partnership, make an order rescinding the contract on such terms as to payment by or to either party of damages for the non-performance of the contract, or otherwise as the Court thinks just, and any damages payable under the order to that person may be proved by the person as a debt in the winding up.

(6) The Court may —

(*a*) on the application of a person who either claims any interest in any disclaimed property or is under any liability not discharged by this Act in respect of any disclaimed property; and

(*b*) on hearing such persons as it thinks fit,

make an order for the vesting of the property in or the delivery of the property to any person entitled to it, or to whom it seems just that the property should be delivered by way of compensation for such liability as mentioned in sub-paragraph (*a*), or a trustee for the person, and on such terms as the Court thinks just, and on any such vesting order being made and a copy of it and an office copy of it being lodged with the Registrar and the Official Receiver, respectively, and if the order relates to land with the appropriate authority concerned with the recording or registration of dealings in that land (as the case requires) the property comprised therein vests accordingly in the person named in the order in that behalf without any further conveyance, transfer or assignment.

(7) Despite anything in sub-paragraph (6), where the property disclaimed is of a leasehold nature, the Court is not to make a vesting order in favour of any person claiming under the limited liability partnership, whether as under-lessee or as mortgagee, except upon the terms of making that person —

(*a*) subject to the same liabilities and obligations as those to which the limited liability partnership was subject under the lease in respect of the property at the commencement of the winding up; or

(*b*) if the Court thinks fit, subject only to the same liabilities and obligations as if the lease had been assigned to that person at that date,

and in either event, if the case so requires, as if the lease had comprised only the property comprised in the vesting order, and any under-lessee or mortgagee declining to accept a vesting order upon such terms is excluded from all interest in and security upon the property, and, if there is no person claiming under the limited liability partnership who is willing to accept an order upon such terms, the Court may vest the estate and interest of the limited liability partnership in the property in any person liable personally or in a representative character and either alone or jointly with the limited liability partnership to perform the lessee's covenants in the lease, freed and discharged from all estates, incumbrances and interests created by the limited liability partnership.

(8) Any person injured by the operation of a disclaimer under this paragraph is deemed to be a creditor of the limited liability partnership to the amount of the injury, and may accordingly prove the amount as a debt in the winding up.

Interpretation

87. In paragraphs 88 and 89 —

"goods" includes all chattels personal;

"bailiff" includes any officer charged with the execution of a writ or other process.

Restriction of rights of creditor as to enforcement or attachment

88.—(1) Where a creditor has obtained an enforcement order against the goods or land of a limited liability partnership or has attached any debt due to the limited liability partnership and the limited liability partnership is subsequently wound up, the creditor is not entitled to retain the benefit of the enforcement order or attachment against the liquidator unless the creditor has completed the enforcement order or attachment before the date of the commencement of the winding up, but —

(*a*) where any creditor has had notice of a meeting having been called at which a resolution for voluntary winding up is to be proposed, the date on which the creditor so had notice is for the purposes of this paragraph substituted for the date of the commencement of the winding up;

(*b*) a person who purchases in good faith under a sale by the bailiff any goods of a limited liability partnership on which an enforcement order has been executed in all cases acquires a good title to them against the liquidator; and

(*c*) the rights conferred by this sub-paragraph on the liquidator may be set aside by the Court in favour of the creditor to the extent and subject to the terms that the Court thinks fit.

(2) For the purposes of this paragraph —

(*a*) an enforcement order against goods is completed by seizure and sale;

(*b*) an attachment of a debt is completed by receipt of the debt; and

(*c*) an enforcement order against land is completed by sale or, in the case of an equitable interest, by the appointment of a receiver.

[Act 25 of 2021 wef 01/04/2021]

Duties of bailiff as to goods taken under or pursuant to enforcement order

89.—(1) Subject to sub-paragraph (3), where any goods of a limited liability partnership are taken under or pursuant to an enforcement order and, before the sale of the goods or the completion of the enforcement order by the receipt or recovery of the full amount of the levy, notice is served on the bailiff that —

(*a*) a provisional liquidator has been appointed;

(*b*) a winding up order has been made; or

(*c*) a resolution for voluntary winding up has been passed,

the bailiff must, on being so required, deliver the goods and any money seized or received in part satisfaction of the enforcement order to the liquidator, but the costs of the enforcement order are a first charge on the goods or moneys so delivered, and the liquidator may sell the goods, or a sufficient part of the goods, for the purpose of satisfying that charge.

(2) Subject to sub-paragraph (3), where under an enforcement order in respect of a judgment for a sum exceeding $100 the goods of a limited liability partnership are sold or money is paid in order to avoid sale, the bailiff must deduct the costs of the enforcement order from the proceeds of the sale or the money paid and retain the balance of 14 days; and if within that time notice is served on the bailiff of an application for the winding up of the limited liability partnership having been made or of a meeting having been called at which there is to be proposed a resolution for the voluntary winding up and an order is made or a resolution is passed for the winding up, the bailiff must pay the balance to the liquidator who is entitled to retain it as against the enforcement creditor.

(3) The rights conferred by this paragraph on the liquidator may be set aside by the Court in favour of the creditor to the extent and subject to the terms that the Court thinks fit.

[Act 25 of 2021 wef 01/04/2021]

Division 4 — Offences

Offences by officers of limited liability partnerships in liquidation

90.—(1) Every person who, being a past or present officer or a partner of a limited liability partnership which is being wound up —

(*a*) does not to the best of the person's knowledge and belief fully and truly disclose to the liquidator —

(i) all the property movable and immovable of the limited liability partnership; and

(ii) how and to whom and for what consideration and when the limited liability partnership disposed of any part of the property, except such part as has been disposed of in the ordinary way of the business of the limited liability partnership;

(*b*) does not deliver up to the liquidator, or as he or she directs —

(i) all the movable and immovable property of the limited liability partnership in the person's custody or under the person's control and which the person is required by law to deliver up; or

(ii) all books and papers in the person's custody or under the person's control belonging to the limited liability partnership and which the person is required by law to deliver up;

(*c*) within 12 months immediately before the commencement of the winding up or at any time thereafter —

(i) has concealed any part of the property of the limited liability partnership to the value of $200 or upwards, or has concealed any debt due to or from the limited liability partnership;

(ii) has fraudulently removed any part of the property of the limited liability partnership to the value of $200 or upwards;

(iii) has concealed, destroyed, mutilated or falsified, or has been privy to the concealment, destruction, mutilation or falsification of, any book or paper affecting or relating to the property or affairs of the limited liability partnership;

(iv) has made or has been privy to the making of any false entry in any book or paper affecting or relating to the property or affairs of the limited liability partnership;

(v) has fraudulently parted with, altered or made any omission in, or has been privy to fraudulent parting with, altering or making any omission in, any document affecting or relating to the property or affairs of the limited liability partnership;

(vi) by any false representation or other fraud, has obtained any property for or on behalf of the limited liability partnership on credit which the limited liability partnership has not subsequently paid for;

(vii) has obtained on credit, for or on behalf of the limited liability partnership, under the false pretence that the limited liability partnership is carrying on its business, any property which the limited liability partnership has not subsequently paid for; or

(viii) has pawned, pledged or disposed of any property of the limited liability partnership which has been obtained on credit and has not been paid for, unless such pawning, pledging or disposing was in the ordinary way of the business of the limited liability partnership;

(*d*) makes any material omission in any statement relating to the affairs of the limited liability partnership;

(*e*) knowing or believing that a false debt has been proved by any other person, fails for a period of one month to inform the liquidator of it;

(*f*) prevents the production of any book or paper affecting or relating to the property or affairs of the limited liability partnership;

(*g*) within 12 months immediately before the commencement of the winding up or at any time thereafter, has attempted to account for any part of the property of the limited liability partnership by fictitious losses or expenses; or

(*h*) within 12 months immediately before the commencement of the winding up or at any time thereafter, has been guilty of any false representation or other fraud for the purpose of obtaining the consent of the creditors of the limited liability partnership or any of them to an agreement with reference to the affairs of the limited liability partnership or to the winding up,

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.

(2) It is a good defence to a charge under sub-paragraph (1)(*a*), (*b*), (*d*) or sub-paragraph (1)(*c*)(i),

(vii) or (viii) if the accused proves that the accused had no intent to defraud, and to a charge under sub-paragraph (1)(*f*) or sub-paragraph (1)(*c*)(iii) or (iv) if the accused proves that the accused had no intent to conceal the state of affairs of the limited liability partnership or to defeat the law.

(3) Where any person pawns, pledges or disposes of any property in circumstances which amount to an offence under sub-paragraph (1)(*c*)(viii), every person who takes the property in pawn or pledge or otherwise receives the property knowing it to be pawned, pledged or disposed of in those circumstances 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.

Inducement to be appointed liquidator

91. Any person who gives or agrees or offers to give to any partner or creditor of a limited liability partnership any valuable consideration with a view to securing his or her own appointment or nomination, or to securing or preventing the appointment or nomination of some person other than himself or herself, as the limited liability partnership's liquidator, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $2,000 or to imprisonment for a term not exceeding 6 months.

Penalty for falsification of books

92. Every officer or partner of any limited liability partnership being wound up who destroys, mutilates, alters or falsifies any books, papers or securities, or makes or is privy to the making of any false or fraudulent entry in any register or book of account or document, belonging to the limited liability partnership with intent to defraud or deceive any person 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.

Liability where proper accounts not kept

93.—(1) If, on an investigation under this Act or where a limited liability partnership is wound up, it is shown that proper books of account were not kept by the limited liability partnership throughout the period of 2 years immediately preceding the commencement of the investigation or winding up or the period between the registration of the limited liability partnership and the commencement of the investigation or winding up (whichever is the lesser), every officer who is in default shall, unless he or she acted honestly and shows that, in the circumstances in which the business of the limited liability partnership was carried on, the default was excusable, 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.

(2) For the purposes of this paragraph, proper books of account are deemed not to have been kept in the case of any limited liability partnership if —

(*a*) there have not been kept —

(i) such books or accounts as are necessary to exhibit and explain the transactions and financial position of the trade or business of the limited liability partnership, including books containing entries from day to day in sufficient detail of all cash received and cash paid; and

(ii) where the trade or business has involved dealings in goods, statements of the annual stocktakings and (except in the case of goods sold by way of ordinary retail trade) of all goods sold and purchased, showing the goods and the buyers

and sellers of the goods in sufficient detail to enable those goods and those buyers and sellers to be identified; or

(*b*) books or accounts have not been kept in such manner as to enable them to be conveniently and properly audited, whether or not the limited liability partnership has appointed an auditor.

(3) If, in the course of the winding up of a limited liability partnership or in any proceedings against a limited liability partnership, it appears that an officer of the limited liability partnership who was knowingly a party to the contracting of a debt had, at the time the debt was contracted, no reasonable or probable ground of expectation, after taking into consideration the other liabilities (if any) of the limited liability partnership at the time of the limited liability partnership being able to pay the debt, the officer shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $2,000 or to imprisonment for a term not exceeding 3 months.

Responsibility for fraudulent trading

94.—(1) If, in the course of the winding up of a limited liability partnership or in any proceedings against a limited liability partnership, it appears that any business of the limited liability partnership has been carried on with intent to defraud creditors of the limited liability partnership or creditors of any other person or for any fraudulent purpose, the Court, on the application of the liquidator or any creditor or partner of the limited liability partnership, may, if it thinks proper to do so, declare that any person who was knowingly a party to the carrying on of the business in that manner is personally responsible, without any limitation of liability, for all or any of the debts or other liabilities of the limited liability partnership as the Court directs.

(2) Where a person has been convicted of an offence under paragraph 93(3) in relation to the contracting of such a debt as is mentioned in that sub-paragraph, the Court, on the application of the liquidator or any creditor or partner of the limited liability partnership, may, if it thinks proper to do so, declare that the person is personally responsible without any limitation of liability for the payment of the whole or any part of that debt.

(3) Where the Court makes any declaration pursuant to sub-paragraph (1) or (2), it may give any further directions that it thinks proper for the purpose of giving effect to that declaration, and in particular may —

(*a*) provide for the liability of any person (*P*) under the declaration to be made a charge on —

(i) any debt or obligation due from the limited liability partnership to *P*; or

(ii) any charge or any interest in any charge on any assets of the limited liability partnership held by or vested in —

(A) *P*;

(B) any corporation or other person on *P*'s behalf;

(C) any person claiming as assignee from or through *P;* or

(D) any corporation or other person acting on *P*'s behalf; and

(*b*) may from time to time make any further order that is necessary for the purpose of enforcing any charge imposed under this sub-paragraph.

(4) In sub-paragraph (3), "assignee" includes any person to whom or in whose favour by the directions of the person liable the debt, obligation or charge was created, issued or transferred or the interest created, but does not include an assignee for valuable consideration (not including consideration by way of marriage) given in good faith and without notice of any of the matters on the ground of which the declaration is made.

(5) Where any business of a limited liability partnership is carried on with the intent or for the purpose mentioned in sub-paragraph (1), every person who was knowingly a party to the carrying on of the business with that intent or purpose shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $15,000 or to imprisonment for a term not exceeding 7 years or to both.

(6) Sub-paragraph (5) applies to a limited liability partnership whether or not it has been, or is in the course of being, wound up.

(7) This paragraph has effect even though the person concerned is criminally liable apart from this paragraph in respect of the matters on the ground of which the declaration is made.

(8) On the hearing of an application under sub-paragraph (1) or (2), the liquidator may himself or herself give evidence or call witnesses.

Power of Court to assess damages against delinquent officers, etc.

95.—(1) If, in the course of winding up a limited liability partnership, it appears that any person who has taken part in the formation or registration of the limited liability partnership or any past or present liquidator or officer has misapplied or retained or become liable or accountable for any money or property of the limited liability partnership or been guilty of any misfeasance or breach of trust or duty in relation to the limited liability partnership, the Court may, on the application of the liquidator or of any creditor or partner, examine into the conduct of such person, liquidator or officer and compel the person, liquidator or officer to repay or restore the money or property or any part thereof with interest at such rate as the Court thinks just, or to contribute such sum to the assets of the limited liability partnership by way of compensation in respect of the misapplication, retainer, misfeasance or breach of trust or duty as the Court thinks just.

(2) This paragraph extends and applies to and in respect of the receipt of any money or property by any officer of the limited liability partnership during the 2 years preceding the commencement of the winding up whether by way of salary or otherwise appearing to the Court to be unfair or unjust to other partners of the limited liability partnership.

(3) This paragraph has effect even though the offence is one for which the offender is criminally liable.

Prosecution of delinquent officers and partners of limited liability partnership

96.—(1) If it appears to the Court, in the course of a winding up by the Court, that any past or present officer, or any partner, of the limited liability partnership has been guilty of an offence in relation to the limited liability partnership for which the officer or partner is criminally liable, the Court may, either on the application of any person interested in the winding up or of its own motion, direct the liquidator to prosecute the offender or to refer the matter to the Minister.

(2) If it appears to the liquidator, in the course of a voluntary winding up, that any past or present officer, or any partner, of the limited liability partnership has been guilty of any offence in relation to the limited liability partnership for which the officer or partner is criminally liable, the liquidator must

immediately report the matter to the Minister and must, in respect of information or documents in his or her possession or under his or her control which relate to the matter in question, provide the Minister with any information and give to the Minister any access to and facilities for inspecting and taking copies of any document that the Minister may require.

(3) If it appears to the liquidator, in the course of any winding up, that the limited liability partnership which is being wound up will be unable to pay its unsecured creditors more than 50 cents in the dollar, the liquidator must immediately report the matter in writing to the Official Receiver and must provide the Official Receiver with any information and give to the Official Receiver any access to and facilities for inspecting and taking copies of any document that the Official Receiver may require.

(4) Where any report is made under sub-paragraph (2) or (3), the Minister may, if he or she thinks fit, investigate the matter and for the purposes of such an investigation has all the powers of investigating the affairs of the limited liability partnership that are provided by this Act in the case of a winding up by the Court, but if it appears to the Minister that the case is not one in which proceedings ought to be taken by the Minister, he or she must inform the liquidator accordingly, and subject to the previous approval of the Court the liquidator may then take proceedings against the offender.

(5) If it appears to the Court, in the course of a voluntary winding up, that any past or present officer, or any partner, of the limited liability partnership has been guilty as aforesaid and that no report with respect to the matter has been made by the liquidator to the Minister, the Court may, on the application of any person interested in the winding up or of its own motion, direct the liquidator to make such a report, and on a report being made accordingly this paragraph has effect as though the report has been made pursuant to sub-paragraph (2).

(6) If, where any matter is reported or referred to the Minister or the Official Receiver under this paragraph, and the Minister or Official Receiver considers that the case is one in which a prosecution ought to be instituted, the Minister or Official Receiver may institute proceedings accordingly, and the liquidator and every officer and agent of the limited liability partnership past and present, other than the defendant in the proceedings, must give the Minister or Official Receiver all assistance in connection with the prosecution which they are reasonably able to give.

(7) In sub-paragraph (6), "agent", in relation to a limited liability partnership, includes any banker or solicitor of the limited liability partnership and any person employed by the limited liability partnership as auditor, whether or not an officer of the limited liability partnership.

(8) If any person fails or neglects to give assistance in the manner required by sub-paragraph (6), the Court may, on the application of the Minister or Official Receiver, direct that person to comply with the requirements of that sub-paragraph, and where any application is made under this sub-paragraph with respect to a liquidator the Court may, unless it appears that the failure or neglect to comply was due to the liquidator not having in his or her hands sufficient assets of the limited liability partnership to enable him or her to do so, direct that the costs of the application must be borne by the liquidator personally.

(9) The Minister may direct that the whole or any part of any costs and expenses properly incurred by the liquidator in proceedings brought under this paragraph must be defrayed out of moneys provided by Parliament.

(10) Subject to any direction given under sub-paragraph (9) and to any charges on the assets of the limited liability partnership and any debts to which priority is given by this Act, all costs and expenses under that sub-paragraph must be payable out of those assets as part of the costs of winding up.

Power of Court to declare dissolution of limited liability partnership void

97.—(1) Where a limited liability partnership has been dissolved, the Court may at any time within 2 years after the date of dissolution, on application of the liquidator of the limited liability partnership or of any other person who appears to the Court to be interested, make an order upon such terms as the Court thinks fit declaring the dissolution to have been void, and such proceedings may then be taken as might have been taken if the limited liability partnership had not been dissolved.

(2) The person on whose application the order must, within 7 days after the making of the order or such further time as the Court allows, lodge with the Registrar and with the Official Receiver a copy of the order and an office copy of the order, respectively, and if the person fails to do so shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $1,000.

Official Receiver to act as representative of defunct limited liability partnership in certain events

98.—(1) Where, after a limited liability partnership has been dissolved, it is proved to the satisfaction of the Official Receiver that —

(*a*) the limited liability partnership, if still existing, would be legally or equitably bound to carry out, complete or give effect to some dealing, transaction or matter; and

(*b*) in order to carry out, complete or give effect thereto, some purely administrative act, not discretionary, should have been done by or on behalf of the limited liability partnership, or should be done by or on behalf of the limited liability partnership, if still existing,

the Official Receiver may, as representing the limited liability partnership or its liquidator under this paragraph, do or cause to be done any such act.

(2) The Official Receiver may execute or sign any relevant instrument or document adding a memorandum stating that he or she has done so pursuant to this paragraph, and such execution or signature has the same force, validity and effect as if the limited liability partnership if existing had duly executed the instrument or document.

Outstanding assets of defunct limited liability partnership to vest in Official Receiver

99.—(1) Where, after a limited liability partnership has been dissolved, there remains any outstanding property, movable or immovable, including things in action and whether in or outside Singapore, which was vested in the limited liability partnership or to which it was entitled, or over which it had a disposing power at the time it was so dissolved, but which was not got in, realised upon or otherwise disposed of or dealt with by the limited liability partnership or its liquidator, such property must, for the purposes of the following paragraphs of this Division and despite any written law or rule of law to the contrary, by the operation of this paragraph, be and become vested in the Official Receiver for all the estate and interest therein legal or equitable of the limited liability partnership or its liquidator at the date the limited liability partnership was dissolved, together with all claims, rights and remedies which the limited liability partnership or its liquidator then had in respect thereof.

(2) Where any claim, right or remedy of the liquidator may under this Act be made, exercised or availed of only with the approval or concurrence of the Court or some other person, the Official Receiver may for the purposes of this paragraph make, exercise or avail himself or herself of that claim, right or remedy without such approval or concurrence.

Disposal of outstanding interests in property

100.—(1) Upon proof to the satisfaction of the Official Receiver that there is vested in him or her by operation of paragraph 99 or by operation of any corresponding previous written law any estate or interest in property, whether solely or together with any other person, of a beneficial nature and not merely held in trust, the Official Receiver may sell or otherwise dispose of or deal with such estate or interest or any part thereof as he or she sees fit.

(2) The Official Receiver may sell or otherwise dispose of or deal with such property either solely or in concurrence with any other person in such manner for such consideration by public auction, public tender or private contract upon such terms and conditions as he or she thinks fit, with power to rescind any contract and resell or otherwise dispose of or deal with such property as he or she thinks expedient, and may make, execute, sign and give such contracts, instruments and documents as he or she thinks necessary.

(3) The Official Receiver must be remunerated by such commission, whether by way of percentage or otherwise, as is prescribed in respect of the exercise of the powers conferred upon him or her by sub-paragraph (1).

(4) The moneys received by the Official Receiver in the exercise of any of the powers conferred on him or her by this Division must be applied in defraying all costs, expenses, commission and fees incidental thereto and thereafter to any payment authorised by this Division and the surplus (if any) must be dealt with as if they were unclaimed moneys paid to the Official Receiver pursuant to paragraph 69.

Liability of Official Receiver and Government as to property vested in Official Receiver

101. Property vested in the Official Receiver by operation of this Division or by operation of any corresponding previous written law is liable and subject to all charges, claims and liabilities imposed on or affecting such property by reason of any statutory provision as to rates, taxes, charges or any other matter or thing to which such property would have been liable or subject had the property continued in the possession, ownership or occupation of the limited liability partnership; but no duty, obligation or liability is to be imposed on the Official Receiver or the Government to do or suffer any act or thing required by any such statutory provision to be done or suffered by the owner or occupier other than the satisfaction or payment of any such charges, claims or liabilities out of the assets of the limited liability partnership so far as they are in the opinion of the Official Receiver properly available for and applicable to such payment.

Accounts and audit

102.—(1) The Official Receiver must —

(*a*) record in a register a statement of any property coming to his or her hand or under his or her control or to his or her knowledge vested in him or her by operation of this Division and of his or her dealings with the property;

(*b*) keep accounts of all moneys arising from the property and of how they have been disposed of; and

(*c*) keep all accounts, vouchers, receipts and papers relating to such property and moneys.

(2) The Auditor-General has all the powers in respect of such accounts as are conferred upon him or her by any Act relating to audits of public accounts.

[5/2008; 22/2008; 21/2016; 16/2017; 40/2018; 27/2019; 40/2019; S 1090/2020]

SIXTH SCHEDULE

Sections 42(1) and (1A), 44 and 57(1)

LIMITED LIABILITY PARTNERSHIPS TO WHICH PART 6A DOES NOT APPLY

1. Subject to section 42(1A), Part 6A does not apply to any of the following limited liability partnerships:

(*a*) a limited liability partnership that is a Singapore financial institution;

(*b*) a limited liability partnership of which the partners consist only of —

(i) a public company of which the shares are listed for quotation on an approved exchange in Singapore;

(ii) a company or foreign company that is a Singapore financial institution;

(iii) a company that is wholly owned by the Government;

(iv) a company that is wholly owned by a statutory body established by or under a public Act for a public purpose;

(v) a company that is a wholly-owned subsidiary of a company mentioned in sub-paragraph (i), (ii), (iii) or (iv);

(vi) a foreign company that is a wholly-owned subsidiary of a foreign company that is a Singapore financial institution mentioned in sub-paragraph (ii); or

(vii) a company or foreign company has shares listed on a securities exchange in a country or territory outside Singapore and which is subject to —

(A) regulatory disclosure requirements; and

(B) requirements relating to adequate transparency in respect of its beneficial owners,

imposed through stock exchange rules, law or other enforceable means.

[Act 24 of 2025 wef 06/05/2026]

2. For the purposes of paragraph 1, a Singapore financial institution is —

(*a*) any financial institution that is licensed, approved, registered or regulated by the Monetary Authority of Singapore, but does not include a person (other than a person mentioned in sub-paragraphs (*b*) and (*c*)) who is exempted from licensing, approval or regulation by the Monetary Authority of Singapore under any Act administered by the Monetary Authority of Singapore, including a private trust company exempted from licensing under section 15 of the Trust Companies Act 2005 read with regulation 4 of the Trust Companies (Exemption) Regulations;

[Act 24 of 2025 wef 06/05/2026]

(*b*) any person exempted under section 20(1)(*g*) of the Financial Advisers Act 2001 read with regulation 27(1)(*d*) of the Financial Advisers Regulations; or

(*c*) any person exempted under section 99(1)(*h*) of the Securities and Futures Act 2001 read with paragraph 7(1)(*b*) of the Second Schedule to the Securities and Futures (Licensing and Conduct of Business) Regulations.

[16/2017; 2/2019]
[Act 24 of 2025 wef 06/05/2026]

SEVENTH SCHEDULE

Sections 43 and 57(1)

MEANINGS OF "SIGNIFICANT CONTROL" AND "SIGNIFICANT INTEREST"

Definition of "significant control"

1. For the purposes of Part 6A, an individual or a legal entity has significant control over a limited liability partnership if the individual or legal entity —

(*a*) holds the right, directly or indirectly, to appoint or remove the manager of the limited liability partnership or, if the limited liability partnership has more than one manager, a majority of the managers of the limited liability partnership;

(*b*) holds the right, directly or indirectly, to appoint or remove the persons who hold a majority of the voting rights at meetings of the management body of the limited liability partnership;

(*c*) holds, directly or indirectly, more than 25% of the rights to vote on those matters that are to be decided upon by a vote of the partners of the limited liability partnership; or

(*d*) has the right to exercise, or actually exercises, significant influence or control over the limited liability partnership.

Definition of "significant interest"

2. For the purposes of Part 6A, an individual or a legal entity has a significant interest in a limited liability partnership if the individual or legal entity holds, directly or indirectly —

(*a*) a right to share in more than 25% of the capital, or more than 25% of the profits, of the limited liability partnership; or

(*b*) a right to share more than 25% of any surplus assets of the limited liability partnership on a winding up.

Supplementary provisions

3.—(1) If 2 or more persons jointly hold a right, each of the persons is considered for the purposes of this Schedule as holding that right.

(2) If the rights held by a person and the rights held by another person are the subject of a joint arrangement between those persons, each of them is treated for the purposes of this Schedule as holding

the combined rights of both of them.

(3) A right held by a person as nominee for another person is to be considered for the purposes of this Schedule as held by the other person (and not by the nominee).

(4) In this paragraph —

(*a*) a "joint arrangement" is an arrangement between holders of rights that they will exercise all or substantially all their rights jointly in a way that is predetermined by the arrangement; and

(*b*) "arrangement" includes —

(i) any scheme, agreement or understanding, whether or not it is legally enforceable; and

(ii) any convention, custom or practice of any kind,

but something does not count as an arrangement unless there is at least some degree of stability about it (whether by its nature or terms, the time it has been in existence or otherwise).

[16/2017]

LEGISLATIVE HISTORY

LIMITED LIABILITY PARTNERSHIPS ACT 2005

This Legislative History is a service provided by the Law Revision Commission on a best-efforts basis. It is not part of the Act.

1. Act 5 of 2005—Limited Liability Partnerships Act 2005

Bill	:	64/2004
First Reading	:	19 October 2004
Second and Third Readings	:	25 January 2005
Commencement	:	11 April 2005

2. Act 42 of 2005—Statutes (Miscellaneous Amendments) (No. 2) Act 2005
(Amendments made by section 5 read with item (22) of the First Schedule to the above Act)

Bill	:	30/2005
First Reading	:	17 October 2005
Second and Third Readings	:	21 November 2005
Commencement	:	1 April 2006 (section 5 read with

item (22) of the First Schedule)

3. 2006 Revised Edition—Limited Liability Partnerships Act (Chapter 163A)

Operation	:	31 December 2006

4. Act 2 of 2007—Statutes (Miscellaneous Amendments) Act 2007

(Amendments made by section 4 read with item (7) of the Schedule to the above Act)

Bill	:	14/2006
First Reading	:	8 November 2006
Second and Third Readings	:	22 January 2007
Commencement	:	1 March 2007 (section 4 read with item (7) of the Schedule)

5. Act 5 of 2008—Workmen's Compensation (Amendment) Act 2008

(Amendments made by section 40 read with item (10) of the Schedule to the above Act)

Bill	:	50/2007
First Reading	:	12 November 2007
Second and Third Readings	:	22 January 2008
Commencement	:	1 April 2008 (section 40 read with item (10) of the Schedule)

6. Act 7 of 2009—Civil Law (Amendment) Act 2009

(Amendments made by section 7 read with item (6) of the Schedule to the above Act)

Bill	:	38/2008
First Reading	:	17 November 2008
Second and Third Readings	:	19 January 2009
Commencement	:	1 March 2009 (section 7 read with item (6) of the Schedule)

7. Act 37 of 2008—Limited Partnerships Act 2008

(Amendments made by section 44 read with item (5) of the Third Schedule to the above Act)

Bill	:	35/2008
First Reading	:	21 October 2008

Second and Third Readings	:	18 November 2008
Commencement	:	4 May 2009 (section 44 read with item (5) of the Third Schedule)

8. Act 22 of 2008—Mental Capacity Act 2008

(Amendments made by section 47 read with item (4) of the Third Schedule to the above Act)

Bill	:	13/2008
First Reading	:	21 July 2008
Second and Third Readings	:	15 September 2008
Commencement	:	1 March 2010 (section 47 read with item (4) of the Third Schedule)

9. Act 18 of 2014—Accounting and Corporate Regulatory Authority (Amendment) Act 2014

(Amendments made by section 15 read with item 2 of the Schedule to the above Act)

Bill	:	8/2014
First Reading	:	17 February 2014
Second and Third Readings	:	14 April 2014
Commencement	:	15 May 2015 (section 15 read with item 2 of the Schedule)

10. Act 35 of 2014—Statutes (Miscellaneous Amendments) (No. 2) Act 2014

(Amendments made by section 10 of the above Act)

Bill	:	24/2014
First Reading	:	8 September 2014
Second and Third Readings	:	7 October 2014
Commencement	:	1 July 2015 (section 10(*j*) to (*p*), (*v*), (*zd*) and (*ze*))
		3 January 2016 (section 10(*a*) to (*i*), (*q*) to (*u*) and (*w*) to (*zc*))

11. Act 29 of 2014—Business Names Registration Act 2014

(Amendments made by section 47 read with item 10 of the Schedule to the above Act)

Bill	:	26/2014

First Reading	:	8 September 2014
Second and Third Readings	:	8 October 2014
Commencement	:	3 January 2016 (section 47 read with item 10 of the Schedule)

12. Act 16 of 2017—Limited Liability Partnerships (Amendment) Act 2017

Bill	:	14/2017
First Reading	:	28 February 2017
Second and Third Readings	:	10 March 2017
Commencement	:	31 March 2017

13. Act 21 of 2016—Employment Claims Act 2016
(Amendments made by section 40 of the above Act)

Bill	:	20/2016
First Reading	:	11 July 2016
Second and Third Readings	:	16 August 2016
Commencement	:	1 April 2017 (section 40)

14. Act 15 of 2017—Companies (Amendment) Act 2017
(Amendments made by section 53(5) of the above Act)

Bill	:	13/2017
First Reading	:	28 February 2017
Second and Third Readings	:	10 March 2017
Commencement	:	11 October 2017 (section 53(5))

15. Act 2 of 2019—Payment Services Act 2019
(Amendments made by section 116 of the above Act)

Bill	:	48/2018
First Reading	:	19 November 2018
Second and Third Readings	:	14 January 2019
Commencement	:	28 January 2020 (section 116)

16. Act 40 of 2018—Insolvency, Restructuring and Dissolution Act 2018
(Amendments made by section 489 of the above Act)

Bill	:	32/2018
First Reading	:	10 September 2018
Second and Third Readings	:	1 October 2018
Commencement	:	30 July 2020 (section 489)

17. Act 27 of 2019—Work Injury Compensation Act 2019
(Amendments made by section 83(8)(*g*) of the above Act)

Bill	:	21/2019
First Reading	:	5 August 2019
Second and Third Readings	:	3 September 2019
Commencement	:	1 September 2020 (section 83(8)(*g*))

18. G.N. No. S 1090/2020—Limited Liability Partnerships Act (Amendment of Fourth and Fifth Schedules) Order 2020

Commencement	:	31 December 2020

19. Act 40 of 2019—Supreme Court of Judicature (Amendment) Act 2019
(Amendments made by section 28(1) read with item 90 of the Schedule to the above Act)

Bill	:	32/2019
First Reading	:	7 October 2019
Second Reading	:	5 November 2019
Notice of Amendments	:	5 November 2019
Third Reading	:	5 November 2019
Commencement	:	2 January 2021 (section 28(1) read with item 90 of the Schedule)

20. Act 4 of 2021—Statute Law Reform Act 2021
(Amendments made by section 15(9) of the above Act)

Bill	:	45/2020
First Reading	:	3 November 2020

Second and Third Readings	:	5 January 2021
Commencement	:	1 March 2021 (section 15(9))

21. 2020 Revised Edition—Limited Liability Partnerships Act 2005

Operation	:	31 December 2021

22. G.N. No. S 759/2022—Revised Edition of the Laws (Rectification of Acts) (No. 2) Order 2022

Operation	:	31 December 2021
Publication	:	26 September 2022

23. Act 25 of 2021—Courts (Civil and Criminal Justice) Reform Act 2021

Bill	:	18/2021
First Reading	:	26 July 2021
Second and Third Readings	:	14 September 2021
Commencement	:	1 April 2022

24. Act 2 of 2022—Corporate Registers (Miscellaneous Amendments) Act 2022

Bill	:	42/2021
First Reading	:	1 November 2021
Second and Third Readings	:	10 January 2022
Commencement	:	30 May 2022 (Section 3(1)(*e*) and (*f*))
		4 October 2022 (Section 3(1)(*a*), (*b*), (*c*) and (*d*) and (2))

25. Act 31 of 2022—Statutes (Miscellaneous Amendments) Act 2022

Bill	:	24/2022
First Reading	:	12 September 2022
Second and Third Readings	:	3 October 2022
Commencement	:	1 November 2022 (Section 22(5))

26. Act 21 of 2024—ACRA (Registry and Regulatory Enhancements) Act 2024

Bill	:	17/2024
First Reading	:	7 May 2024
Second and Third Readings	:	2 July 2024
Commencement	:	9 December 2024

27. Act 30 of 2024—Platform Workers Act 2024

Bill	:	26/2024
First Reading	:	6 August 2024
Second and Third Readings	:	10 September 2024
Commencement	:	1 November 2024 1 January 2025

28. Act 22 of 2024—Corporate Service Providers Act 2024

Bill	:	18/2024
First Reading	:	7 May 2024
Second and Third Readings	:	2 July 2024
Commencement	:	9 June 2025

29. Act 23 of 2024—Companies and Limited Liability Partnerships (Miscellaneous Amendments) Act 2024

Bill	:	19/2024
First Reading	:	7 May 2024
Second and Third Readings	:	2 July 2024
Commencement	:	16 June 2025

30. Act 24 of 2025—Corporate and Accounting Laws (Amendment) Act 2025

Bill	:	13/2025
First Reading	:	14 October 2025
Second and Third Readings	:	5 November 2025

Commencement : 6 May 2026

Abbreviations

(updated on 29 August 2022)

G.N.	Gazette Notification
G.N. Sp.	Gazette Notification (Special Supplement)
L.A.	Legislative Assembly
L.N.	Legal Notification (Federal/Malaysian)
M.	Malaya/Malaysia (including Federated Malay States, Malayan Union, Federation of Malaya and Federation of Malaysia)
Parl.	Parliament
S	Subsidiary Legislation
S.I.	Statutory Instrument (United Kingdom)
S (N.S.)	Subsidiary Legislation (New Series)
S.S.G.G.	Straits Settlements Government Gazette
S.S.G.G. (E)	Straits Settlements Government Gazette (Extraordinary)

COMPARATIVE TABLE

LIMITED LIABILITY PARTNERSHIPS ACT 2005

This Act has undergone renumbering in the 2020 Revised Edition. This Comparative Table is provided to help readers locate the corresponding provisions in the last Revised Edition.

2020 Ed.	2006 Ed.
5	**5**—(1)
—	(2) [*Deleted by Act 16 of 2017*]

6	**5A**
7	**5B**
8	**5C**
9	**5D**
10	**6**
11	**7**
12	**8**
13	**9**
14	**10**
15	**11**
16	**12**
17	**13**
18	**14**
19	**15**
—	(4) [*Deleted by Act 35 of 2014*]
20	**16**
21	**17**
22	**18**
23	**19**
24	**19A**
25	**19B**
26	**20**
27	**21**
28	**22**

29	**23**
30	**24**
(2)	(1A)
(3)	(2)
(4)	(3)
(5)	(4)
(6)	(5)
(7)	(6)
(8)	(7)
31	**25**
32	**26**
33	**27**
34	**28**
35	**28A**
36	**28B**
37	**28C**
38	**29**
39	**30**
40	**31**
41	**32**
42	**32A**
43	**32B**
44	**32C**
45	**32D**

46	**32E**
47	**32F**
[*Omitted as having had effect*]	(10)
48	**32G**
49	**32H**
50	**32I**
51	**32J**
52	**32K**
53	**32L**
54	**32M**
55	**32N**
56	**32O**
57	**32P**
58	**33**
59	**34**
60	**35**
61	**36**
62	**37**
(2)	(1A)
(3)	(1B)
(4)	(2)
63	**38**
(9)	(8A)
(10)	(9)

64	**38A**
65	**38B**
66	**38C**
67	**38D**
68	**38E**
69	**38F**
70	**38G**
71	**38H**
72	**39**
73	**40**
—	(3) [*Deleted by Act 35 of 2014*]
—	(4) [*Deleted by Act 35 of 2014*]
74	**40A**
75	**40B**
76	**41**
—	**42** [*Repealed by Act 18 of 2014*]
77	**43**
78	**44**
79	**45**
80	**46**
81	**47**
82	**48**
83	**49**
84	**50**

85	**51**
86	**52**
87	**53**
88	**54**
89	**55**
90	**56**
91	**57**
92	**58**
93	**59**
94	**59A**
[*Omitted as spent*]	**60**—(1)
[*Omitted as spent*]	(2)
—	**61** [*Repealed by Act 4 of 2021*]