

PARTNERSHIP ACT: PART II – LIMITED PARTNERSHIPS

[The Registry](#)
Basic information

*Application to
Register*

1. The Registry is proposing to update s.50 of POA09 regarding the particulars that must be delivered to the Registry for the purposes of registration:
 - a) the firm name,
 - b) the business/ registered office address in the Isle of Man,
 - c) the principal business activities (by reference to the prescribed classifications) and the geographic locations of those activities,
 - d) the “**relevant particulars**” of each partner (including here whether a partner is a general or a limited partner),
 - e) the governance document (excluding any information that is commercially sensitive),
 - f) the term, if any, for which the partnership is entered into, and the date of its commencement,
 - g) a statement that the partnership is a limited partnership,
 - h) in respect of such classes of limited partnerships, prescribed by regulations made by Treasury, the sum contributed by each limited partnership and the method of payment.

[The Registry](#)
Basic information

*Considering the
application*

Information gathering

1. As stated, it is proposed that the Registrar in administering POA09, does so in a manner that promotes the Island’s reputation as an international financial centre. This would involve identifying and assessing risks to that reputation, including the accuracy of information submitted upon application.
2. For such purposes, it is proposed that the Registrar may, in considering an application for registration, request further information/ documentation, where a person fails to provide such information/ documentation, the Registrar may refuse the application (appealable).

	3. The Registry is also proposing that the Registrar may refuse an application for registration where the Registrar reasonably concludes that it would be in the public interest to do so (appealable).
The Registry Basic information adequacy <i>Registering the partnership</i>	1. The Registry is proposing an amendment to s.55, inserting a provision confirming: a) that the certificate of registration must be in the prescribed form; and b) that the certificate is conclusive evidence that the registration requirements of POA09 have been complied with and the partnership is a limited partnership from the date specified in it. 2. Secondly, for completeness, an insertion to require the Registrar to allocate the partnership with a unique partnership number upon registration.
The Registry Basic information Adequacy <i>Register of Limited Partnerships</i>	1. The Registry is proposing to standardise the wording across the Corporate Laws, so it's made clear on the face of each Act: a) that the Registrar must establish and maintain a Register of [Limited Partnerships], b) specify the information on the Register that is to be publicly available, subject to any prescribed fee, for inspection, c) specify what constitutes 'confidential information' and is thus not to be publicly available. 2. The Register of Limited Partnerships is to consist of two parts, Part A and Part B. Part A will be available to the public and must contain the following information/ documents: a) partnership's name (including any previous name), b) certificate of registration, c) certificate of change of name (if any), d) place of business address in the Island, e) unique identifier, f) legal form and status,

- g) governing documents,
 - h) the relevant particulars in respect of each partner,
 - i) any other information, but not confidential information, prescribed in regulations.
3. Part B of the Register would contain confidential information that would not be available for public inspection (notably a natural person's full date of birth and, where they have elected a service address for the public register, their residential address).
1. Presently, a limited partnership is required to give the Registrar notice of changes to the following basic information:
- a) the partnership name,
 - b) the general nature of business,
 - c) the principal place of business,
 - d) the partners, or the name of any partner,
 - e) the name and address of the person appointed to accept service on the partnership's behalf,
 - f) the liability of a partner.
2. The Registry is proposing to amend s.51 as follows.
- a) Partnership name: The Registry is proposing to omit 51(1)(a) and insert a standalone provision regarding a change of name, so that, similar to other Corporate Laws:
 - i. a limited partnership desirous of changing its name must make an application to the Registrar to do so,
 - ii. the application is to be in the form and manner that the Registrar requires,
 - iii. the requirements of the *Company and Business Names etc Act 2012* are to be complied with,
 - iv. upon the Registrar being satisfied he must register the partnerships change of name and issue a certificate of change of name.

- b) General nature of business and principal place of business: as stated, the Registry is looking to standardise the requirements across the Corporate Laws, specifically to understand the principal business activities and the location(s) of those activities, regarding Isle of Man legal entities. The Registry is therefore proposing a most minor change to 'principal business activity' per prescribed classifications.
- c) Place of business in the Island: the Registry is proposing to insert a provision into s.51 to require a limited partnership to notify the Registrar of a change to the place of business maintained in the IOM (s.48A).
- d) Governing document: as stated the Registry is proposing that, on application to register, a limited partnership will be required to provide particulars of the partnership's constitutional documents, excluding commercially sensitive information or personal information. The Registry is proposing that where there is a change to such particulars for the Registrar to be notified within one month of its occurrence.
- e) Lastly, the Registry is proposing a small amendment to the timeframe within which a limited partnership must notify the Registrar of the change. The Registrar must be notified of the change, within one month of its occurrence (as opposed to a partnership putting notification of the change in the post within a month).

[Registry](#)

Basic information

Up to date

Annual return

1. Presently, s.51(1A) requires a limited partnership to submit, each year, to the Registrar a statement, specifying the information set out in subsection (1B).
2. The Registry is proposing that subsection (1B) be updated so that an annual statement must state:
 - a) the name of the partnership,
 - b) the principal business activities of the partnership and the geographic location(s) of such activities,

[Limited Partnership](#)
Basic information held

- c) the place of business address in the Isle of Man,
- d) the name and address of the person appointed by the partnership, to accept service on its behalf,
- e) the name and address (which maybe a service address) of each partner, at the date of the statement and whether they are a general or limited partner,
- f) that any changes to the “**relevant particulars**” of a partner has been notified to the Registrar, in accordance with PA09.
- g) in respect of such classes of limited partnerships as may be prescribed by regulations made by the Treasury, the sum contributed by —
 - i. each limited partner; and
 - ii. each person who has ceased to be a partner since the last annual statement.

1. Presently, all partnerships (general and limited) are required to keep the partnership books at the principal place of business (s.26(9)). The term ‘partnership books’ is undefined and there is no requirement for the ‘principal place of business’ to be in the Island.
2. In addition to the general requirement under s.26(9), limited partnerships are required, under s.48E, to keep the partnerships accounting records at the principal place of business or such other place as the general partners think fit. Where the records are kept outside of the Island, copies must be kept here.
3. Regarding what basic information a limited partnership must maintain and where, the Registry is proposing the following:
 - a) that the information specified below must be kept at a partnerships place of business address, that it is required to maintain in the Isle of Man (s.48A).
 - b) the information, documentation or a record of, that a partnership must keep at that address would be, as follows:
 - i. the name of the partnership,
 - ii. the certificate of registration,

- iii. the certificate of change of name (if any),
 - iv. the partnership number and date of registration,
 - v. the name and address of the person appointed to accept service in the Isle of Man,
 - vi. the register of partners detailing their relevant particulars and whether they are a limited partner or a general partner,
 - vii. the accounting records,
 - viii. the minutes of all Partnership meetings,
 - ix. all documents filed with the Registrar.
4. Similar to existing provisions of the *Companies Act 2006*, where the register contains a service address, the company would be required to keep a separate record of the individual's residential address and full date of birth.
5. Those records would not be available for public inspection, rather a person would have to make a written request to the company for that information to be disclosed, stating in the request:
- a) their name and address,
 - b) the reason why the information is being requested and what the information will be used for,
 - c) whether the information will be disclosed to any other person (and if so that person's details and the reason why they require that information and the purpose for which they will use it).
6. Should the company decline to disclose the information, ultimately the applicant may make an application to the Courts.

Public Inspection

7. The Registry is proposing to standardise the provisions across the Corporate Laws regarding public inspection of the register of directors and the register of members. Thus, the Registry is proposing that the Register of Partners be open to inspection, subject to payment of a reasonable fee (if any).

Duty to ensure that records are accurate and up to date

8. The Registry is proposing that the Limited Partnership has a duty to ensure that the records and documents, referred to above, are accurate, maintained and kept up to date.
9. Lastly, the Registry is proposing that it would be an offence were a Limited Partnership to be in breach of such requirements and thus liable to a fine.

End.