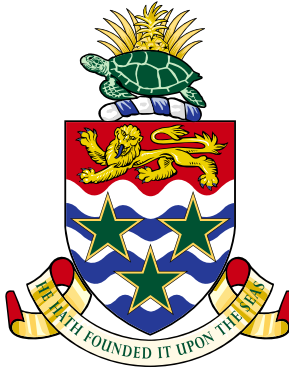


CAYMAN ISLANDS



PARTNERSHIP (AMENDMENT AND VALIDATION) BILL, 2024

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**A BILL FOR AN ACT TO AMEND THE PARTNERSHIP ACT (2024 REVISION) TO
PROVIDE FOR THE NAME CONVENTION FOR LIMITED PARTNERSHIPS; TO
PROVIDE FOR THE REGISTRAR'S COLLECTION OF FEES FOR VARIOUS SERVICES;
TO VALIDATE CERTAIN REVENUE COLLECTION ACTIONS OF THE REGISTRAR;
AND FOR INCIDENTAL AND CONNECTED PURPOSES**

PUBLISHING DETAILS

Sponsoring Ministry/Portfolio: Ministry of Financial Services and Commerce (FSC)



Memorandum of OBJECTS AND REASONS

This Bill seeks to amend the Partnership Act (2024 Revision) (the “principal Act”) to provide for the name convention for limited partnerships and for the Registrar’s collection of fees for various services. The Bill also seeks to validate certain previous revenue collection actions of the Registrar. Further, the Bill provides for matters which are incidental and connected to its purposes.

Clause 1 provides the short title and commencement of the legislation.

Clause 2 amends section 2 of the principal Act to include a definition for the words “regulatory laws”, which have the meaning assigned by section 2(1) of the Companies Act (2023 Revision).

Clause 3 amends the principal Act by inserting proposed section 49A, which deals with the name convention for limited partnerships. Among other things, the clause provides that the name of a limited partnership shall end with the words “Limited Partnership” or the abbreviation “L.P.” or “LP”.

Clause 4 amends the principal Act by inserting proposed section 54A, which deals with administrative services. The proposed section 54A provides that, for a prescribed fee, the Registrar may provide prescribed administrative services.

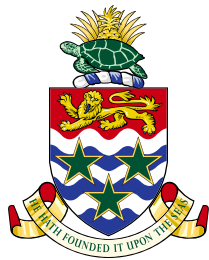
Clause 5 amends the principal Act by repealing and substituting section 55. The proposed section 55 which deals with express fees, expands the list of transactions for which the Registrar may charge express fees for an expedited service.

Clause 6 amends section 56 of the principal Act to provide for, among other things, the making of regulations prescribing the fees payable to the Registrar under the legislation, including the fees payable for the provision of administrative services by the Registrar.

Clause 7 deals with the validation of certain fees collected, without statutory authority, by the Registrar. Where those fees were charged and collected prior to the commencement of this amending and validating legislation, this clause seeks to validate the collection of those fees by the Registrar as if the Registrar was empowered to do so under this amending and validating legislation.

Clause 8 provides that this amending and validating legislation does not affect any order or determination made by a court relating to fees collected by the Registrar for a service provided before the commencement of this amending and validating legislation.

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PARTNERSHIP (AMENDMENT AND
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ENACTED by the Legislature of the Cayman Islands.

Short title and commencement

1. (1) This Act may be cited as the Partnership (Amendment and Validation) Act, 2024.
- (2) This Act shall come into force on such date as may be appointed by Order made by the Cabinet.

**Amendment of section 2 of the Partnership Act (2024 Revision) -
interpretation**

2. The *Partnership Act (2024 Revision)*, in this Act referred to as the “principal Act”, is amended in section 2 as follows —

- (a) in the definition of the words “**registered office provider**”, by deleting the word “and” appearing at the end of the definition;
- (b) in the definition of the word “**Registrar**”, by deleting the full stop and substituting the words “; and”; and
- (c) by inserting after the definition of the word “**Registrar**” the following definition —
 - “**regulatory laws**” has the meaning assigned by section 2(1) of the *Companies Act (2023 Revision)*.”.

Insertion of section 49A - name convention

3. The principal Act is amended by inserting after section 49 the following section —

“Name convention

49A.(1) Subject to subsection (2), the name of a limited partnership shall end with —

- (a) the words “Limited Partnership”; or
 - (b) the abbreviation “L.P.” or “LP”.
- (2) A limited partnership shall not be registered by or have a name which —
- (a) either —
 - (i) is identical to that by which —
 - (A) a limited partnership in existence and registered under this Act is already registered (except where the limited partnership in existence is in the course of being dissolved and has signified its consent in such manner as the Registrar may specify);
 - (B) a limited liability partnership in existence and registered under the *Limited Liability Partnership Act (2023 Revision)* is already registered (except where the limited liability partnership in existence is in the course of being dissolved and has signified its consent in such manner as the Registrar may specify); or
 - (C) an exempted limited partnership in existence and registered under the *Exempted Limited Partnership Act (2021 Revision)* is already registered (except where the exempted limited partnership in existence is in the course of being dissolved and has signified its consent in such manner as the Registrar may specify); or



- (ii) in the opinion of the Registrar, so nearly resembles the name of a limited partnership, limited liability partnership or exempted limited partnership in existence and referred to under paragraph (a) as to be likely to mislead;
 - (b) contains any word that a company incorporated under the *Companies Act (2023 Revision)* would not be permitted to use in its name, with or without the consent of the Registrar of Companies; or
 - (c) in the opinion of the Registrar, suggests that the limited partnership is licensed, whether in the Islands or elsewhere, to carry on business that is subject to the regulatory laws of the Islands when it is not so licensed or, for any other reason, is likely to mislead as to whether it is so licensed.
- (3) A person may apply to reserve a specified name by —
- (a) filing with the Registrar (including by permitted electronic means) an application executed by the applicant specifying the name to be reserved and the name and address of the applicant; and
 - (b) paying the prescribed application fee,
- and if the Registrar finds that the name is available for use by a limited partnership, the Registrar may reserve the name for a period of up to one hundred and twenty days for the exclusive use of the applicant.
- (4) On or before the expiry of the period for name reservation under subsection (3), the applicant may make further successive applications, pursuant to subsection (3), to reserve the specified name.”.

Insertion of section 54A - administrative services

4. The principal Act is amended by inserting after section 54 the following section —

“Administrative services

54A. The Registrar, for a fee as may be prescribed, may provide —

- (a) the processing of refunds;
- (b) the correction of errors;
- (c) certification;
- (d) certificates;
- (e) customized letters;
- (f) customized certificates;

- (g) filing of documents;
- (h) copying; or
- (i) any other administrative service as may be prescribed.”.

Repeal and substitution of section 55 - express fees

5. The principal Act is amended by repealing section 55 and substituting the following section —

“Express fees

- 55.** (1) Notwithstanding the fees provided for in this Part, the Registrar may provide an expedited service for —

- (a) registration;
- (b) the delivery of an administrative service under section 54A; or
- (c) the delivery of any other service as may be prescribed, for which the prescribed express fee shall be payable.

- (2) The Registrar, on receipt of —

- (a) an application for registration under section 49;
- (b) a request for certification;
- (c) an application for a certificate which the Registrar is authorized to provide;
- (d) a filing of any document (other than where the filing is part of an application);
- (e) a request for a customized certificate;
- (f) a request for a customized letter; or
- (g) a request for a copy of a record or document retained by the Registrar,

which is accompanied by the prescribed express fee shall complete the transaction for which the respective application, request or filing is made by —

- (i) the end of the working day, where the respective application, request or filing and all fees are received by 12 noon; or
- (ii) 12 noon on the following working day, where the respective application, request or filing and all fees are received after 12 noon.”.

Amendment of section 56 - regulations

6. The principal Act is amended in section 56(1) by repealing paragraph (a) and substituting the following paragraphs —



- “(a) the fees payable to the Registrar under this Act including fees payable for —
- (i) the filing of any document (other than where the filing is part of an application);
 - (ii) the processing of refunds;
 - (iii) the provision of photocopies of documents or the correction of typographical errors in respect of filings by limited partnerships (other than where the filing is part of an application);
 - (iv) the provision of customized letters;
 - (v) the issuance of certificates;
 - (vi) the issuance of customized certificates that contain information of multiple certificates combined in one certificate; and
 - (vii) any other administrative service provided by the Registrar;
- (ab) express fees payable to the Registrar for the expedited delivery of any of the administrative services provided by the Registrar;”.

Validation of payment and collection of fees

7. The payment of fees to, and the charging and collection of fees by, the Registrar without statutory authority for any service provided by the Registrar prior to the commencement of this amending and validating Act are —
- (a) validated; and
 - (b) taken to have been lawfully charged by, paid to and collected by the Registrar,
- as if the Registrar was empowered under the principal Act, as amended by this amending and validating Act, to charge and collect those fees.

8. This amending and validating Act does not affect any order or determination made by a court with respect to fees charged by, paid to and collected by the Registrar without statutory authority for any service provided by the Registrar prior to the commencement of this amending and validating Act.

Speaker

Clerk of the Parliament