

Changing the Particulars of the **LIMITED PARTNERSHIP**



This brochure serves as a guide to the changing of the particulars of a Limited Partnership (LP).

What types of changes need to be notified?

A general partner, manager or professional firm must lodge any changes to the particulars of the LP or its manager/partners within 14 days after the date of change. For example, if the LP changes its name on 1 June 2010, it must lodge the notification by 15 June 2010. This change must be lodged online via BizFile at www.bizfile.gov.sg. A penalty may be imposed for late notification.

The fees payable for the various changes are as follows:

Type of Changes	Fee Payable
LP Name	\$25
LP Address	\$10
LP Activity	\$10
Entry or Withdrawal of Manager/ General Partner/Limited Partner	\$10
Personal Particulars of Manager/ General Partner/Limited Partner	\$10

How do I notify ACRA of the change?

You can choose one of the following ways:

- Submit an online transaction via www.bizfile.gov.sg using your identification number and SingPass. This can be done from your home, office or at the BizFile kiosks available at ACRA office.
- Engage a professional firm (e.g. law firm, accounting firm or corporate service provider) or a service bureau (DP Bureau) to file the online transaction.

Do have the following information ready before submitting your online application:

- ✓ SingPass/Professional Number
- ✓ Proposed new LP name; or
- ✓ New principal activities (SSIC code); or
- ✓ New LP address; or
- ✓ Particulars of managers/partners
 - Name
 - Identification number (NRIC/FIN)
 - Nationality
 - Date of birth
 - Residential address
 - Contact number/Email address

In addition, the Medisave contribution status of all new partners who are Singapore Citizens and Singapore Permanent Residents must be paid up-to-date with the CPF Board.

When is endorsement required?

If the transaction is to appoint another general partner/local manager, then the incoming general partner/local manager as well as all existing general partners/local managers (excluding lodger) must endorse the appointment for the addition to be effected. Endorsement is not required if the transaction is lodged by a professional number holder or if the partner added is a limited partner.

If the transaction is to withdraw an existing general partner/manager then the withdrawn general partner/manager as well as all existing general partners/local managers (excluding lodger) must endorse the withdrawal before the withdrawal from the LP actually takes effect. Endorsement is not required if the transaction is lodged by a professional firm/service bureau or if the partner withdrawn is a limited partner.

What happens if the endorsement is not done within three days of submission?

If the endorsement is not done within three days of submission, the application will lapse and the transaction will be rejected. You may visit www.acra.gov.sg/askacra or contact our Helpdesk to request for an extension of the deadline for endorsement. However if the extension expires, a new transaction will have to be submitted and the filing fee will be payable again.

How long does ACRA take to process the changes?

The application for change is usually processed within 15 minutes of payment. However, if the application needs to be referred to another authority for approval or review, it may take between 14 days to two months.

What should I do if an LP partner has passed away?

Any one of the general partners should withdraw the deceased partner. These changes should be filed via BizFile, within 28 days from the date of death of the deceased partner, failing which, ACRA may impose a penalty for late lodgement.

If the last general partner passed away and there is no local manager, lodgement for the death of the last general partner can be done by a professional firm/service bureau. The general partner who passed away must be replaced by another general partner. There must be no gap in the date of death and the date the new general partner is added to the LP.

What happens when an LP is converted to a business and its registration is restored?

(A) Deemed Registration as a Business Firm

When the last limited partner of the LP has withdrawn from the LP, the LP registration will be suspended and the general partner(s) will be deemed to be registered as a sole-proprietorship or partnership under the Business Registration Act, Cap 32.

(B) Addition of Limited Partner to Restore LP Registration

The LP registration will be restored once a limited partner is appointed to the LP. Upon restoration, the general partner(s) will cease to be registered under the Business Registration Act and the status of the business firm will be updated to "Ceased Registration". You may refer to the Limited Partnerships Regulations 2009 for more details.

How can I convert my Business to a Limited Liability Partnership (LLP)?

A business firm that is deemed registered under the Business Registration Act as a result of the suspension of an LP, cannot be converted into an LLP. However, the business may be terminated and the same name be used to incorporate a company or register a new LLP. Upon registration, the new company or LLP will be given a UEN (Unique Entity Number) which is different from that of the business or LP.

How do I pay for the transaction?

You can pay by:

- Credit card (VISA/MasterCard/American Express)
- eNETS Debit*
- Deposit Service Account – for professional firms that lodge transactions on behalf of their clients

* eNETS Debit is an Internet direct debit payment service for participating banks, namely Citibank, DBS/POSB, OCBC and UOB. You need Internet access and a personal Internet banking account with the participating banks to use the eNETS Debit service. This does not apply to corporate bank account users.

Frequently Asked Questions

Q: I am a limited partner in an LP. Can I file a notification of change in LP name?

A: Only general partners, local managers and professional number holders are allowed to file transactions for the LP.

Q: Can I file the change in LP name and LP activity together?

A: Only one change transaction can be done at a time. Hence, in this case, you will need to file two transactions.

Q: Do I need to file any transaction to notify ACRA if the building name in my registered entity's address has been changed?

A: No. ACRA will update the address within one week of receiving the information from SingPost. SingPost will provide ACRA with the information monthly, and it will consist of changes from the 11th of the previous month till the 10th of the current month.

Q: I have changed my email address and mobile phone number. How do I notify ACRA of the changes and what is the fee payable?

A: You can make the change by updating your profile after you login to Bizfile. There is no fee payable for the notification of these changes.

Q: After the changes have been filed online, how can I obtain the updated business profile?

A: One hour after submitting the changes online, you can login to www.bizfile.gov.sg and click on "iShop@ACRA" to purchase a business profile of the LP. The fee payable is \$5.50. The URL to download the business profile will be sent to you via email within half an hour of payment and it will be valid for 48 hours.

Related Brochures

- How to Do Online Filing
- Choosing a Name for Your Business Entity