LAWS OF SOUTHERN SUDAN

THE LIMITED PARTNERSHIPS REGULATIONS, 2009

STATUTORY INSTRUMENTS

No…2009

THE LIMITED PARTNERSHIPS REGULATIONS, 2009

Regulation.

1. Title and Commencement.
2. Application for Reservation of Name.
3. Application for Registration.
4. Certificate of Registration.
5. Format of the Register.
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7. Application for Copy of Statement or Certificate.
8. Notice of Change in Particulars of Limited Partnership.
9. Notice Directing Change of Misleading Name.
10. Notice of Intention to Inspect Books by Limited Partner.
11. Notice of Dissolution.
12. Fees.

FIRST SCHEDULE

SECOND SCHEDULE

THE LIMITED PARTNERSHIPS REGULATIONS, 2009

STATUTORY INSTRUMENT No…2009

(In exercise of the powers conferred by section 32 of the Limited Partnerships Act, 2008, the Minister of Legal Affairs and Constitutional Development hereby makes the following Regulations)

1. Title and Commencement.

These Regulations may be cited as "The Limited Partnerships Regulations, 2009" and shall come into force upon publication in the Gazette.

2. Application for Reservation of Name.

(1) The application for reservation of a name under section 10 of the Act shall state at least three names the applicant proposes to be registered.

(2) The application for reservation of a name shall be in **Form 1** in the First Schedule.

3. Application for Registration.

The statement for an application for registration of a limited partnership under section 11 of the Act shall be in **Form 2** as specified in the First Schedule.

4. Certificate of Registration.

(1) The Registrar shall upon receiving a statement for registration under section 11 of the Act, issue a certificate of registration which shall contain –
(a) the name and nature of the partnership;
(b) the registration number allocated to the partnership; and
(c) the date of registration.

(2) A certificate of registration shall be in **Form 3** in the First Schedule.

(3) Every registered limited partnership shall display a copy of its certificate of registration in a conspicuous place in every place where the partnership carries on business.

5. Format of the Register.

(1) The Registrar shall upon issuing a certificate under section 13, enter the particulars of the limited partnership in the Register of Limited Partnerships.

(2) Register of Limited Partnerships to be kept by the Register as provided under section 6 and 13 of the Act shall be in **Form 4** in the First Schedule.

6. Application to Inspect Statements Filed with the Registrar.

An application to inspect a statement in respect of a Limited Partnership under section 13 shall be in **Form 5** in the First Schedule**.**

7. Application for Copy of Statement or Certificate.

An application by an authorized person or a member of the limited partnership for a copy of the statement or certificate under section 13 shall be in **Form 6** in the First Schedule**.**

8. Notice of Change in Particulars of Limited Partnership.

(1) A statement for change in particulars of a Limited Partnership under section 15(1) of the Act shall be signed by the managing partner in the partnership specifying the nature of the change.

(2) The notice of a statement for change in particulars under this Regulation shall be in F**orm 7** in the First Schedule**.**

(3) The notice of a statement for change in particulars referred to in section 15(2) required to be advertised by a limited partnership in the Gazette or in a newspaper of daily circulation in Southern Sudan shall be in F**orm 7** in the First Schedule.

(4) A statement to be filed with the Registrar, annually, indicating that the partners have complied with all the requirements under the Act shall be in **Form 8** in the First Schedule.

9. Notice Directing Change of a Misleading Name.

The notice directing a limited partnership to abandon the use of a name where the Registrar is of the opinion that the limited partnership was registered with a misleading name, accordance with section 18 shall be in **Form 9** in the First Schedule**.**

10. Notice of Intention to Inspect Books by Limited Partner.

A notice given under section 25 of the Act by a limited partner or his or her agent to the general partners for intention to inspect books of accounts shall be in **Form 10** in the First Schedule.

11. Notice of Dissolution.

A notice of dissolution of a limited partnership under section 28 of the Act shall be in **Form 11** of the First Schedule.

12. Fees.

The fees payable under the Act are set out under the Second Schedule.

FIRST SCHEDULE

THE GOVERNMENT OF SOUTHERN SUDAN

MINISTRY OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT

THE LIMITED PARTNERSHIP ACT, 2008

FORM 1

REQUEST FOR NAME SEARCH AND NAME RESERVATION

(Section 10, of the Limited Partnership Act, 2008 and Regulation 2 of the Limited Partnership Regulations, 2009)

1. Name, address, e-mail and telephone/fax number of person making the request

Name	
Address - place of business, plot number, name of street or road.	
E-mail address	
Telephone	
Fax No.	

2. If person making the request is a company secretary, state name

Name	
Number of the Company	

3. Proposed name or names in order of preference

1.	
2.	
3.	
4.	
5.	

4.

Main types of business the limited partnership proposes to carry on:

.....

.....

For Official Use Only

Name of receiving officer	
Title	
Signature	
Date	
Time	

COMMENTS

Yes,…….. *(insert approved name)* is to be available and is reserved for you for 30 days until ….....

No, …….

…….

……. *(Insert rejected company name(s))* is/are not available. Please see reasons below:

□ Prohibited

□ Too similar to the following existing company/limited partnerships name(s)

.....

.....

□ Obscene or on public grounds objectionable

□ Other *(describe)*

.....

.....

.....

Please Note:

(1) The Registrar shall not reserve a name -

(a) the use of which would contravene an enactment;

(b) that is identical or almost identical to the name of another company/limited partnership;

(c) that is identical or almost identical to a name that has already been reserved and that is still available for registration; or

(d) that, in the opinion of the Registrar, is offensive or misleading.

(2) A company name reservation does not provide any proprietary rights or interests in the name.

THE GOVERNMENT OF SOUTHERN SUDAN

MINISTRY OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT

THE LIMITED PARTNERSHIP ACT, 2008

FORM 2

STATEMENT FOR REGISTRATION OF LIMITED PARTNERSHIP

(Section 11 of the Limited Partnership Act, 2008 and Regulation 3 of the Limited Partnership Regulations, 2009)

1. Limited Partnership Name: (Insert name of Limited Partnership)(A Limited Partnership is a corporate body and need not register under the Registration of Business Names Act, 2008)

2. State date of Registrar's approval of name.

3. General Nature of the Limited Partnership's Business:

4. The principal place of business (Plot number, name of street or road.)

5. Address (including official Fax No; e-mail address where applicable)

6. Address of any other places of business (Branch Office under the above name)

7. Term of Duration of the Limited Partnership: *(please tick appropriate box)*
□ Fixed term until ….……
□ Unlimited duration ……
□ Specified undertaking ……

Date of commencement: …….

8. Statement of nature of partnership (Limited Partnership)

_____

9. Full name and particulars of partners (where there is a corporate general partner, attach certificates of incorporation/registration)

Full names of partners	Nationality	Gender	Usual place of residence	E-mail address	Status of Partner general or limited	Sum contributed by each partner	Form of contribution – cash or otherwise	Signature of partner	Date of signature

7. State approvals of competent authority authorizing partners to carry on this business (i.e if advocates, accountants, etc statement and proof of partners to that effect).

AUTHENTICATION

I CERTIFY THAT THE INFORMATION GIVEN ABOVE IS CORRECT.

Name: …….

Commissioner for Oaths/Magistrate/

Date ……/……..20….

FOR OFFICIAL USE ONLY

Approved/Rejected

Registration number of Limited Partnership issued ……

Signature……

Name……..

The Chief Registrar of Companies, NGOs, Societies and Associations/Assistant Registrar (MOLCAD)

Date……./…….20……

Received by:

THE GOVERNMENT OF SOUTHERN SUDAN

MINISTRY OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT

THE LIMITED PARTNERSHIP ACT, 2008

FORM 3

CERTIFICATE OF REGISTRATION OF LIMITED PARTNERSHIP

(Section 11 of the Limited Partnership Act, 2008 and Regulation 4 of the Limited Partnership Regulations, 2009)

Limited Partnership Number

(For official use only)

……
(*Insert Limited Partnership Name*)
(Under Section 11(2) of the Limited Partnership Act, 2008)

I hereby certify that ……..Limited Partnership has complied with the requirements of registration as stipulated in the Limited Partnerships Act, 2008.

Dated and signed under my hand and Seal, this ……day of …… 20…

……
The Chief Registrar of Companies, NGOs, Societies and Associations/Assistant Registrar

THE GOVERNMENT OF SOUTHERN SUDAN

MINISTRY OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT

THE LIMITED PARTNERSHIP ACT, 2008

FORM 4

FORMAT OF REGISTER OF LIMITED PARTNERSHIP

(Section 6 and 13 of the Limited Partnership Act, 2008 and Regulation 5 of the Limited Partnership Regulations, 2009)

Registration Number.....

Name of Limited Partnership ……

Nature of business .....

Address (official Fax and E-mail) …….

Principal place of business (Plot number, name of street or road.)……

……..

Other places of business.....

.....

Date of registration.....

PARTNERS

Names	Nationality	Status of Partner

THE GOVERNMENT OF SOUTHERN SUDAN

MINISTRY OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT

THE LIMITED PARTNERSHIP ACT, 2008

FORM 5

APPLICATION TO INSPECT STATEMENT FILED WITH REGISTRAR

(*Section 13 of the Limited Partnership Act, 2008 and Regulation 6 of the Limited Partnership Regulations, 2009)*

To the Chief Registrar,
Registrar of Companies, NGOs, Societies and Associations/Assistant Registrar.

I request to be availed with the registered statements/certificate of
…….Limited Partnership.

Name and signature of applicant …….

□ Authorized Person.
□ Limited Partnership Partner.

Date ……..

THE GOVERNMENT OF SOUTHERN SUDAN

MINISTRY OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT

THE LIMITED PARTNERSHIP ACT, 2008

FORM 6

APPLICATION FOR COPY OF STATEMENT OR CERTIFICATE

(*Section 13 of the Limited Partnership Act, 2008 and Regulation 7 of the Limited Partnership Regulations, 2009)*

To the Chief Registrar,
Registrar of Companies, NGOs, Societies and Associations/Assistant Registrar.

I request to be availed with the registered statements/certificate of
…….Limited Partnership.

Name and signature of applicant …….

□ Authorized Person.
□ Limited Partnership Partner.

Date ……..

THE GOVERNMENT OF SOUTHERN SUDAN

MINISTRY OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT

THE LIMITED PARTNERSHIP ACT, 2008

FORM 7

NOTICE OF CHANGE IN PARTICULARS OF REGISTERED LIMITED PARTNERSHIP

(*Section 15 of the Limited Partnership Act, 2008 and Regulation 8 of the Limited Partnership Regulations, 2009)*

1. Limited Partnership Name:

2. Limited Partnership No.:

3. Date of Change:

4. Nature of Change(s) to Registered Particulars/transactions (ie. cessation of partners, change of status of partners in partnership, assignment of shares of partner in partnership,

5. Date:

Signature(s):

1. ……..
2. …….
3. ……
4. ……..
5. ……..

FOR REGISTRY USE ONLY
Limited Partnership No:
Date Filed:
Received By:

THE GOVERNMENT OF SOUTHERN SUDAN

MINISTRY OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT

THE LIMITED PARTNERSHIP ACT, 2008

FORM 8

ANNUAL RETURN

(*Section 15 of the Limited Partnership Act, 2008 and Regulation 8 of the Limited Partnership Regulations, 2009)*

1. Limited Partnership Name:

2. Limited Partnership No.:

3. Date of Registration:

4. Last Annual Return:

5. I/We do hereby certify that the Limited Partnership has during the previous year complied with section 15(2) and that there has been no change in the particulars of the Limited Partnership.

Date: Signature(s):

1. ……..
2. …….
3. ……
4. ……..
5. ……..

FOR REGISTRY USE ONLY
Limited Partnership No:
Date Filed:
Received by:

MINISTRY OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT

THE LIMITED PARTNERSHIP ACT, 2008

FORM 9

NOTICE TO CHANGE MISLEADING NAME

(*Section 18 of the Limited Partnership Act, 2008 and Regulation 9 of the Limited Partnership Regulations, 2009)*

TO

_____Limited Partnership *(Insert name and address of Limited Partnership)*

Limited Partnership Number _____

TAKE NOTICE that after reasonable consideration, the name of your Partnership has been found to be giving a misleading indication of the nature of your activities and is most likely to mislead the public because of the following reasons –

……
……...

YOU ARE HEREBY DIRECTED to abandon this name within thirty days from the date of receipt of this notice.

If this notice is not complied with I shall proceed to strike your Limited Partnership name off the Register.

Dated and signed by my hand and Seal, this ..... day of ..... 20.....

The Chief Registrar of Companies, NGOs, Societies and Associations/Assistant Registrar

THE GOVERNMENT OF SOUTHERN SUDAN

MINISTRY OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT

THE LIMITED PARTNERSHIP ACT, 2008

FORM 10

NOTICE TO INSPECT BOOKS OF ACCOUNTS BY LIMITED PARTNER

(*Section 25 of the Limited Partnership Act, 2008 and Regulation 10 of the Limited Partnership Regulations, 2009)*

1. Limited Partnership Name:

2. Limited Partnership No.:

3. Name of partner

4. ***TAKE NOTICE that on ……I intend to inspect the books of accounts.***

Date: Signature (Limited Partner(s)

THE GOVERNMENT OF SOUTHERN SUDAN

MINISTRY OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT

THE LIMITED PARTNERSHIP ACT, 2008

FORM 11

NOTICE OF DISSOLUTION

(*Section 28 of the Limited Partnership Act, 2008 and Regulation 11 of the Limited Partnership Regulations, 2009)*

1. Limited Partnership Name:

2. Limited Partnership No.:

3. Effective Date of Dissolution:

5.The Limited Partnership has discharged all its obligations and now has no liabilities.

Date: Signature (Managing Partners):

FOR REGISTRY USE ONLY
Limited Partnership No:
Date Filed:
Received By:

SECOND SCHEDULE

THE GOVERNMENT OF SOUTHERN SUDAN

MINISTRY OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT

THE LIMITED PARTNERSHIP ACT, 2008

Regulation 10

FEES

		Fees IN SDG
1	Application for reserving a name	**25**
2	Application for registration/incorporation of limited partnership	**40**
3	Certificate	**400**
4	Inspection of Register	**25**
5	Copy (whether certified or not) of information in the Register	
	(a) for first page	**15**
	(b) for each additional page	**10**
6	Registration of any other document	**50**
7	Notification of change in registered particulars	**15**
8	Notice of dissolution	**10**
9	Notification of change in Name	**15**

……

H.E. MICHEAL LUETH MAKUEI

MINISTER OF LEGAL AFFAIRS AND CONSTITUTIONAL DEVELOPMENT.

DATE: …….