



PARTNERSHIP (LIMITED PARTNERSHIPS) AMENDMENT ACT 1997

No. 54 of 1997

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ANNO QUADRAGESIMO SEXTO

ELIZABETHAE II REGINAE

A.D. 1997

No. 54 of 1997

An Act to amend the Partnership Act 1891 and to make consequential amendments to the Business Names Act 1996.

[Assented to 31 July 1997]

The Parliament of South Australia enacts as follows:

Short title

- 1. (1) This Act may be cited as the *Partnership (Limited Partnerships) Amendment Act 1997*.
- (2) The *Partnership Act 1891* is referred to in this Act as "the principal Act".

Commencement

- 2. This Act will come into operation on a day to be fixed by proclamation.

Insertion of Part

- 3. The following Part is inserted in the principal Act immediately before the heading above section 1:

**PART 1
PRELIMINARY**

Short title

- 1A. This Act may be cited as the *Partnership Act 1891*.

Interpretation

- 1B. In this Act—

"business" includes any trade, occupation or profession;

"Court" means the Supreme Court of South Australia.

Substitution of heading

4. The heading above section 1 of the principal Act is repealed and the following headings are substituted:

**PART 2
PARTNERSHIPS GENERALLY**

DIVISION 1—NATURE OF PARTNERSHIPS

Substitution of heading

5. The heading above section 5 of the principal Act is repealed and the following heading is substituted:

**DIVISION 2—RELATIONSHIP OF PARTNERS TO PERSONS DEALING
WITH THEM**

Substitution of heading

6. The heading above section 19 of the principal Act is repealed and the following heading is substituted:

DIVISION 3—RELATIONSHIP BETWEEN PARTNERS

Substitution of heading

7. The heading above section 32 of the principal Act is repealed and the following heading is substituted:

DIVISION 4—DISSOLUTION OF PARTNERSHIP

Substitution of s. 45

8. Section 45 of the principal Act, and the heading above that section, are repealed and the following heading is substituted:

DIVISION 5—MISCELLANEOUS PROVISIONS

Substitution of ss. 47 and 48

9. Sections 47 and 48 of the principal Act are repealed and the following Part is substituted:

**PART 3
LIMITED PARTNERSHIPS**

DIVISION 1—PRELIMINARY

Definitions

47. In this Part—

"**Commission**" means the Corporate Affairs Commission;

"**general partner**" means a partner in a limited partnership who is not a limited partner;

"**limited partner**" means a partner in a limited partnership whose liability to contribute to the debts or obligations of the partnership is limited in accordance with this Part;

"**limited partnership**" means a partnership formed in accordance with this Part;

"Register" means the *Register of Limited Partnerships* maintained under this Part.

Application of general law to limited partnerships

48. Parts 1 and 2 of this Act apply to limited partnerships, except as provided by this Part.

DIVISION 2—NATURE AND FORMATION OF LIMITED PARTNERSHIPS

Composition of limited partnership

49. (1) A limited partnership will consist of at least one general partner and at least one limited partner.

(2) A body corporate may be a general partner or a limited partner.

Size of a limited partnership

50. (1) A limited partnership may have any number of limited partners.

(2) The number of general partners must not (if the partnership consisted only of those general partners) result in the partnership being an outsize partnership for the purposes of section 112 of the *Corporations Law*.

Formation of a limited partnership

51. A limited partnership is formed on the registration of the partnership under this Part as a limited partnership.

DIVISION 3—REGISTRATION OF LIMITED PARTNERSHIPS

Application for registration

52. (1) An application for registration of a limited partnership must—

- (a) be made to the Commission in the manner and form approved by the Commission; and
- (b) be signed—
 - (i) by each proposed general partner; and
 - (ii) by each proposed limited partner; and
- (c) where the firm-name proposed in the application would require registration as a business name under the *Business Names Act 1996*—be lodged not earlier than two months before the date shown in the application as the proposed date on which business will commence to be carried on under the firm-name; and
- (d) be accompanied by the fee fixed by regulation.

(2) An application will, for the purposes of this Act, be taken to be deficient and not to have been lodged with the Commission if—

- (a) it is incomplete or inaccurate in a material particular; or

- (b) the applicant fails to provide the Commission with any information or document required by the Commission for the purposes of determining the application; or
- (c) it is lodged outside the period allowed; or
- (d) the fee payable in respect of the application is not paid (whether because of the dishonouring of a cheque or otherwise).

(3) Where the firm-name proposed in an application under this section would require registration as a business name under the *Business Names Act 1996*, the application under this section will be taken also to operate as an application for registration of the firm-name as a business name under that Act (and the fee that would otherwise be payable in respect of an application for registration under that Act is waived).

Registration

53. (1) On receipt of a sufficient application for registration of a limited partnership, the Commission must register the limited partnership by recording in the Register the following particulars:

- (a) the firm-name;
- (b) a concise description of the true nature of the business being carried on or proposed to be carried on under that firm-name;
- (c) an address for service of the partnership (the "registered office" of the partnership) and the address of each place in this State at which the business of the partnership is or is proposed to be carried on;
- (d) in the case of each partner who is a natural person—the full name, date of birth and residential address of the person;
- (e) in the case of each partner that is a body corporate—the corporate name and the address of the registered office (within the meaning of the *Corporations Law*) or the principal office, in the State of the body corporate;
- (f) a statement, in relation to each partner, as to whether that partner is a general partner or a limited partner;
- (g) a statement, in relation to each limited partner, to the effect that the partner is a limited partner whose liability to contribute is to be limited to the extent of the amount specified in the statement (being the amount of any capital, or the value of any property, that the limited partner has agreed to contribute to the partnership);
- (h) a statement, in relation to each limited partner, of the amount of any capital and the value of any property that the partner has agreed to contribute to the partnership, showing separately the amount or value actually contributed and the amount or value outstanding;
- (i) any other particulars prescribed by regulation.

(2) However, the Commission—

- (a) must not register the limited partnership if any general partner would, because of a conviction for an offence, be prohibited under Division 7 from carrying on business as a general partner; and
- (b) may, where the firm-name proposed in an application under this section requires registration as a business name under the *Business Names Act 1996*, postpone registration of the limited partnership pending registration of the name as a business name under that Act.

Register of limited partnerships

54. (1) For the purposes of this Part, the Commission must keep, in such form as it considers appropriate, a register of limited partnerships registered under this Part (the "Register of Limited Partnerships").

(2) The Commission may accept and register a notice lodged by or on behalf of the partners of a limited partnership (whether lodged before or after registration of the limited partnership), in which event the notice is to be treated as forming part of the Register.

(3) On payment of the prescribed fee, the Commission must make the information recorded in the Register available for public inspection.

Changes in registered particulars

55. (1) If any change occurs such that particulars contained in the Register in relation to a limited partnership are no longer accurate or complete, the partnership must, within 28 days of the change, give the Commission notice of the change in accordance with this section.

(2) If a partnership fails to comply with subsection (1) each of the partners required to sign the notice in accordance with subsection (3) is guilty of an offence.

Maximum penalty: \$1 250.

Expiation fee: \$160.

(3) A notice under this section must—

- (a) be in writing in the form approved by the Commission; and
- (b) contain such particulars as are necessary to correct or supply the deficiency in the Register; and
- (c) be signed—
 - (i) by all the general partners or, if the regulations so provide, by such of the general partners as may be prescribed; and
 - (ii) if the change relates to the admission of a limited partner or a change in the liability of a limited partner to contribute—by the limited partner.

(4) If the statement is duly lodged, the Commission must record the change in the Register unless—

- (a) as a result of the change the partnership is not eligible to be registered as a limited partnership; or
- (b) the change involves the conversion of the firm-name to a business name, or a different business name, that requires registration under the *Business Names Act 1996*, in which case, the Commission may postpone recording the change pending registration of the name under that Act.

Certificates of registration, etc.

56. (1) The Commission must, at the time of registering a limited partnership or of recording a change in the composition of a limited partnership, issue to the general partners a certificate as to the formation and composition at that time of the limited partnership.

(2) The Commission may, on application and payment of the prescribed fee, issue to the applicant a certificate as to the formation and composition of a limited partnership or as to any other particulars recorded in the Register.

(3) A certificate under this section may be in such form as the Commission thinks fit.

(4) A certificate under this section—

- (a) as to the formation of a limited partnership, is conclusive evidence that the partnership was formed on the date of registration referred to in the certificate;
- (b) as to the composition of a limited partnership, is (unless the contrary is established) conclusive evidence that the partnership consisted at the relevant time of the general partners and limited partners named in the certificate;
- (c) as to any other particular of a limited partnership recorded in the Register, is (unless the contrary is established) conclusive evidence of that particular.

Commission may correct Register

57. (1) The Commission may, on evidence that appears sufficient to it, correct an error or supply a deficiency in the Register or in a certificate issued under this Act.

(2) The Commission may accept and register a notice lodged by or on behalf of the partners of a limited partnership to correct an error in, or to supply a particular omitted from, a notice previously lodged and registered and, in that event, the notice previously lodged and the notice lodged under this subsection must be read as one and are both to be treated as forming part of the Register.

DIVISION 4—LIMITATION OF LIABILITY OF LIMITED PARTNERS

Liability of limited partner limited to amount shown in Register

58. (1) The liability of a limited partner to contribute to the debts or obligations of the limited partnership is (subject to this Part) not to exceed the amount shown in relation to the limited partner in the Register as the extent to which the limited partner is liable to contribute.

(2) If a limited partner makes a contribution towards the debts or obligations of the limited partnership, the liability of the limited partner is reduced to such part of the amount shown in the Register as remains unpaid.

Change in liability of limited partner

59. (1) Any reduction in the liability of a limited partner caused by a reduction in the relevant amount shown in the Register in relation to the partner does not extend to any debt or obligation of the limited partnership that arose before the reduction was recorded in the Register.

(2) Any increase in the liability of a limited partner caused by an increase in the relevant amount shown in the Register in relation to the partner extends to any debt or obligation of the limited partnership that arose before the increase was recorded in the Register.

Change in status of partners

60. (1) If a general partner becomes a limited partner, the limitation on liability does not extend to any debt or obligation of the limited partnership that arose before the partner became a limited partner.

(2) If a limited partner becomes a general partner, the limitation on liability does not extend to any debt or obligation of the limited partnership arising after the partner becomes a general partner.

Liability for business conducted outside the State

61. The limitation on the liability of a limited partner extends to any debt or obligation incurred in connection with the conduct of the partnership's business outside the State.

Liability for limited partnerships formed under corresponding laws

62. (1) In this section—

"**corresponding law**" means a law of another State, Territory or country that is declared by regulation to be a corresponding law for the purposes of this Part;

"**recognised limited partnership**" means a partnership formed in accordance with a corresponding law.

(2) Any limitation under a corresponding law on the liability of a limited partner in a recognised limited partnership extends to any debt or obligation incurred in connection with the conduct of the partnership's business in this State.

(3) The law of another State or Territory may not be declared to be a corresponding law unless the Minister has certified to the Governor—

- (a) that the provisions of the law are similar to the provisions of this Part; and
- (b) that under the law the limitation of liability of limited partners in a limited partnership formed in accordance with this Part extends to any debt or obligation incurred in connection with the conduct of the partnership's business in that State or Territory.

(4) The law of another country may not be declared to be a corresponding law unless the Minister has certified to the Governor that the law provides for the limitation of liability for partners in certain partnerships.

Contribution towards discharge of debts, etc.

63. (1) A contribution made by a limited partner towards the discharge of debts or obligations of a limited partnership is to be in the form of money only.

(2) If the whole or any part of such a contribution is received back by the limited partner, the liability of the limited partner is restored accordingly.

Limitation on liability may not be varied by partnership agreement, etc.

64. The provisions of this Part relating to the limitation on the liability of a limited partner may not be varied by the partnership agreement or the consent of the partners.

DIVISION 5—OTHER MODIFICATIONS OF GENERAL LAW OF PARTNERSHIP

Limited partner not to take part in the management of partnership

65. (1) A limited partner must not take part in the management of the business of the limited partnership and does not have power to bind the limited partnership.

(2) If a limited partner takes part in the management of the business of the limited partnership, the limited partner is liable, as if the partner were a general partner, for the debts and obligations of the partnership incurred while the limited partner takes part in the management of that business.

(3) A limited partner is not to be regarded as taking part in the management of the business of the limited partnership merely because the limited partner—

- (a) is an employee or an independent contractor of the partnership or of a general partner, or is an officer of a general partner that is a body corporate; or
- (b) gives advice to, or on behalf of, the limited partnership or a general partner in the proper exercise of functions arising from the engagement of the limited partner in a professional capacity or arising from business dealings between the limited partner and the partnership or a general partner; or
- (c) gives a guarantee or indemnity in respect of any debt or obligation of the partnership or of a general partner; or
- (d) takes any action, or participates in any action by any other limited partner, for the purpose of enforcing rights or safeguarding interests as a limited partner; or
- (e) if authorised by the partnership agreement, participates in general meetings of all the partners; or
- (f) exercises any power conferred on the limited partner by subsection (4).

(4) A limited partner or a person authorised by the limited partner may at any time—

- (a) have access to and inspect the books of the partnership and copy any of them; and
- (b) examine the state and prospects of the business of the partnership and advise and consult with other partners in relation to such matters.

(5) The provisions of this section may not be varied by the partnership agreement or the consent of the partners.

Differences between partners

66. (1) A difference arising as to ordinary matters connected with the business of a limited partnership may be decided by a majority of the general partners.

(2) The provisions of this section may be varied by the partnership agreement or the consent of the partners.

Change in partners

67. (1) A limited partner may, with the consent of the general partners, assign the limited partner's share in the limited partnership (in which case the assignee will be taken to be a limited partner in substitution for the assignor with all the rights and obligations of the assignor).

(2) A person may be admitted as a partner in a limited partnership without the necessity to obtain the consent of any limited partner.

(3) The provisions of this section may be varied by the partnership agreement or the consent of the partners.

DIVISION 6—DISSOLUTION AND CESSATION OF LIMITED PARTNERSHIPS

Dissolution not available in certain cases

68. (1) Subject to the terms of any agreement between the partners in a limited partnership—

- (a) a limited partner is not entitled to dissolve the partnership by notice; and
- (b) the general partners or the other limited partners are not entitled to dissolve the partnership because a limited partner has allowed the partner's share of the partnership property to be charged for the partner's separate debts or obligations; and
- (c) the death, insolvency or retirement or, in the case of a body corporate, the dissolution of a limited partner does not dissolve the partnership.

(2) The fact that a limited partner in a limited partnership becomes, through permanent mental incapacity, incapable of managing the partner's affairs is not a ground for dissolution of the partnership by a court unless the share and interest of the partner in the partnership cannot be otherwise ascertained or realised.

Cessation of limited partnerships

69. (1) A partnership ceases to be a limited partnership if none of the partners is a limited partner or the partners agree that they will carry on the business of the partnership otherwise than as a limited partnership.

(2) If a limited partnership ceases to be a limited partnership and the former members of the limited partnership, or some of them, continue in association or partnership, that association or partnership is no longer taken to be formed in accordance with this Part.

Registration of dissolution or cessation of limited partnership

70. (1) If a limited partnership—

- (a) is dissolved; or
- (b) ceases to carry on business; or
- (c) ceases to be a limited partnership,

the general partners who were registered immediately before the dissolution or cessation must, within 28 days of the dissolution or cessation, lodge with the Commission a notice, specifying the date on which it took effect.

Maximum penalty: \$1 250.
Expiation fee: \$160.

(2) The notice must be in the form approved by the Commission and contain the particulars required by the regulations or the approved form of notice.

(3) On receipt of a notice duly completed under this section, the Commission will record in the Register the fact of the dissolution or cessation and the date on which it took effect.

Winding up by general partners

71. If the affairs of a limited partnership are to be wound up by the partners with a view to its dissolution, the winding up is to be carried out by the general partners unless a court otherwise orders.

DIVISION 7—MISCELLANEOUS

Signing of documents to be lodged with Commission

72. (1) A document lodged with the Commission will be taken to have been signed by a person required to sign the document if—

- (a) in the case of a natural person, the document is signed by another authorised by the person in writing to sign on the person's behalf;
- (b) in the case of a body corporate, the document is signed by a director of the body corporate or a person authorised by a director in writing to sign on behalf of the body corporate.

(2) A person must, if required by the Commission, produce the written authorisation to the Commission.

(3) If the Commission is satisfied that it is not practicable to obtain the signature of a person required by this Act to sign a document, the Commission may accept the document for registration without the person's signature.

Model limited partnership agreement

73. (1) The regulations may prescribe a model limited partnership agreement or model limited partnership agreements.

(2) The partnership agreement of a limited partnership may adopt any such model agreement (or any part of it) whether as in force at a particular time or as in force from time to time.

Certain convicted offenders not to carry on business as general partners

74. (1) A person who has been convicted within or outside this State—

- (a) on an indictment of an offence in connection with the promotion, formation or management of a body corporate; or
- (b) of an offence involving fraud or dishonesty punishable by imprisonment for a period, or maximum period, of at least three months; or
- (c) of a prescribed offence against the *Companies (South Australia) Code* or the *Corporations Law*,

must not, within the period of five years after the conviction or, if the person was sentenced to imprisonment on such conviction, within the period of five years after release from prison, continue or commence (or recommence) to carry on business in this State as a general partner unless the person has obtained leave of the District Court to carry on business as a general partner.

Maximum penalty: \$5 000.

(2) A person who intends to make an application for leave of the District Court under this section must give the Commission at least 28 days' notice of the proposed application.

(3) The Commission may be represented and heard at the hearing of an application under this section.

(4) When granting leave under this section, the District Court may impose such conditions or limitations as it thinks fit and any person contravening or failing to comply with any such condition or limitation is guilty of an offence.

Maximum penalty: \$5 000.

Identification of limited partnerships

75. (1) In this section—

"document" includes any letter, notice, publication, written offer, contract, order for goods or services, invoice, bill of exchange, promissory note, cheque, negotiable instrument, endorsement, letter of credit, receipt and statement of account.

(2) Any document issued on behalf of a limited partnership in connection with the conduct of the partnership's business must contain in legible letters the words "A Limited Partnership" immediately adjacent to its firm-name.

(3) A person who—

- (a) issues or authorises the issue of a document in contravention of this section; or
- (b) being a general partner in the limited partnership concerned—is aware that documents are being issued in contravention of this section,

is guilty of an offence.

Maximum penalty: \$1 250.

(4) The certificate of registration of a limited partnership must be displayed at all times in a conspicuous position at the registered office of the partnership.

(5) If the certificate of registration is not so displayed, each general partner is guilty of an offence.

Maximum penalty: \$1 250.

Registered office

76. (1) A limited partnership must keep in the State (at the place shown in the Register as the address of the registered office of the partnership) an office to which all communications with the partnership may be addressed.

(2) The regulations may prescribe the hours during which the registered office is to be open and accessible to the public.

(3) If subsection (1) is not complied with, each general partner in the limited partnership concerned is guilty of an offence.

Maximum penalty: \$1 250.

Service

77. If—

- (a) under this or any other Act or rules of court any notice, process or other document is required or authorised to be served on a person by posting or delivering it to or leaving it at some place of business or other place or address; and
- (b) the person is a partner of a limited partnership,

then service of the notice, process or other document by that means to or at the address of the registered office of the partnership for the time being shown in the Register is to be taken to be sufficient service on the person for the purposes of that Act or those rules.

Entry in Register constitutes notice

78. An entry in the Register of any particular fact concerning a limited partnership, including any entry stating the effect of any notice received by the Commission—

- (a) is sufficient notice of the fact or of the effect of the notice to all persons who deal with the partnership; and
- (b) has effect, for the purposes of section 36(2), as if it were an advertisement in the *Gazette*.

Giving false or misleading information

79. A person who, under this Part, provides the Commission with a document that the person knows is false or misleading in a material particular (whether by way of a statement in the document or by an omission from the document) is guilty of an offence.

Maximum penalty: \$5 000.

Statutory declaration

80. The Commission may, if it thinks fit, require a document lodged with the Commission under this Act to be verified by a statutory declaration made by the person who signed the document and, if it is not so verified, the document will be taken not to have been lodged with the Commission.

General power of exemption of Commission

81. (1) The Commission may, if it thinks fit—

- (a) extend any limitation of time prescribed by or under this Act whether or not the prescribed period has expired; or
- (b) exempt a person from the obligation to comply with any provision of this Act.

(2) An extension or exemption under subsection (1) may be granted by the Commission on such conditions as it thinks fit.

(3) A person must not contravene or fail to comply with a condition imposed by the Commission under subsection (2).

Maximum penalty: \$5 000.

(4) The Commission may, at any time by instrument in writing, revoke or vary an extension or exemption under subsection (1).

Immunity from liability

82. (1) A person engaged in the administration or enforcement of this Act incurs no liability for an honest act or omission in the exercise or discharge or purported exercise or discharge of a power, duty or function under this Act.

(2) A liability that would, but for subsection (1), lie against the person lies against the Crown.

Regulations

83. (1) The Governor may make such regulations as are contemplated by this Part or as are necessary or expedient for the purposes of this Part.

(2) Without limiting the generality of subsection (1), those regulations may—

- (a) fix and provide for the payment of fees (including fees for the late lodging of documents) to be paid by any person under this Part; and
- (b) fix a fine, not exceeding \$2 500, for contravention of or non-compliance with any regulation.

Further amendments of principal Act

10. The principal Act is further amended as set out in the schedule.

Amendment of Business Names Act 1996

11. The *Business Names Act 1996* is amended—

(a) by striking out subsection (3) of section 12 and substituting the following subsection:

(3) If the proprietor of a registered business name—

- (a) is a body corporate that is required by a law to give the ASC notice of a change in particulars required under this Part; or
- (b) is a limited partnership that is required by the *Partnership Act 1891* to give the Commission notice of a change in particulars required under this Part,

notice of the change given by the proprietor, within 28 days of the change, to the ASC or the Commission (as the case may require) in accordance with that requirement will be taken to constitute compliance with the requirement to give the Commission notice of the change under subsection (1).;

(b) by inserting after section 28 the following section:

Limited liability partnerships

28A. (1) Despite any other provision of this Act, a limited partner of a limited partnership is not to be regarded, for the purposes of this Act, as carrying on the business of the partnership and is not a proprietor of a business name registered in relation to the partnership.

(2) If a business name is registered under this Act in relation to a limited partnership, the Commission must note that fact in the register.

(3) In this section—

"**limited partner**" means a limited partner within the meaning of the *Partnership Act 1891*;

"**limited partnership**" means a limited partnership within the meaning of the *Partnership Act 1891*.

SCHEDULE
Further Amendments of Principal Act

Provision Amended	How Amended
Section 1	Strike out paragraph (a) of subsection (2) and substitute the following paragraph: <p style="text-align: center;">(a) incorporated under the <i>Corporations Law</i>; or.</p>
Section 2	Strike out "shall" (first occurring) and substitute "must". Strike out from paragraph I "thereof" and substitute "of the property so held". Strike out from paragraph II "have not" and substitute "do not have". Strike out from paragraph III "he" and substitute "the person". Strike out from paragraph III "him" (wherever occurring) and substitute, in each case, "the person". Strike out from paragraph III(c) "widow" and substitute "spouse". Strike out from paragraph III(d) "shall" (twice occurring) and substitute, in each case, "will". Strike out from paragraph III(d) ":Provided that the contract is in writing, and signed by or on behalf of all the parties thereto" and substitute "if the contract is in writing and is signed by or on behalf of all the parties to the contract".
Section 3	Strike out "upon such a contract as is mentioned in the last foregoing section" and substitute "under a contract of a type mentioned in section 2". Strike out "his" (first occurring) and substitute "the person's". Strike out "shall not be" (twice occurring) and substitute, in each case, "is not". Strike out "his" (second occurring) and substitute "the".
Section 5	Strike out "his" (first occurring) and substitute "of the". Strike out "he" (wherever occurring) and substitute, in each case, "the partner". Strike out "his" (second occurring) and substitute "the other". Strike out "him" and substitute "the partner".
Section 6	Strike out "thereto". Strike out ":Provided that this section shall not affect any general rule of law relating to the execution of deeds or negotiable instruments". Insert after its present contents (now to be designated as subsection (1)) the following subsection: <p style="text-align: center;">(2) This section does not affect any general rule of law relating to the execution of deeds or negotiable instruments.</p>
Section 7	Strike out "he" and substitute "the partner".

- Section 8 Strike out "shall" and substitute "will".
- Section 9 Strike out "he" and substitute "the partner".
Strike out "his" (wherever occurring) and substitute, in each case, "the partner's".
- Section 10 Strike out "his" and substitute "the partner's".
Strike out "therefor" and substitute "for the loss, injury or penalty".
- Section 11 Strike out "his" and substitute "the partner's".
- Section 12 Strike out "his" and substitute "the partner's".
Strike out "while he is a partner therein" and substitute ", while the partner is a partner of it,".
Strike out "either of the two last preceding sections" and substitute "section 10 or 11".
- Section 13 Strike out "therein:" and substitute "in it,".
Strike out "Provided as follows—" and paragraphs I and II.
Insert after its present contents (now to be designated as subsection (1)) the following subsection:
(2) However—
(a) this section does not affect any liability incurred by a partner by reason of the partner's having notice of a breach of trust; and
(b) nothing in this section prevents trust money from being followed and recovered from the firm if it is still in the firm's possession or under its control.
- Section 14 Strike out from subsection (1) "himself" (twice occurring) and substitute, in each case, "himself or herself".
Strike out from subsection (2) "Provided that" and substitute "However,".
Strike out from subsection (2) "thereof, shall" and substitute "of that name, does".
Strike out from subsection (2) "his" (twice occurring) and substitute, in each case, "the partner's".
- Section 17 Strike out from subsection (1) "thereby" and substitute "as a result of being so admitted".
Strike out from subsection (1) "he" and substitute "the person".
Strike out from subsection (2) "thereby" and substitute "as a result of that retirement".
Strike out from subsection (2) "his" and substitute "the partner's".
Strike out from subsection (3) "himself" and substitute "that partner".

- Section 20 Strike out from subsection (2) "Provided that" and substitute "However,".
- Strike out from subsection (2) "shall" and substitute "will".
- Strike out from subsection (2) "thereof" and substitute "of the estate or interest".
- Strike out from subsection (2) "thereto".
- Section 22 Strike out "therein" and substitute "in land".
- Strike out "shall" and substitute "will".
- Section 23 Strike out from subsection (1) "shall" and substitute "will".
- Strike out from subsection (2) "The Supreme Court, or a Judge thereof, or a Local Court of Full Jurisdiction," and substituting "A court".
- Strike out from subsection (2) "thereon" and substitute "on the judgement debt".
- Strike out from subsection (2) "him" and substitute "the partner".
- Strike out from subsection (3) "shall" and substitute "will".
- Section 24 Strike out "shall" (twice occurring) and substitute, in each case, "will".
- Strike out "him" (twice occurring) and substitute, in each case, "the partner".
- Strike out "he" (twice occurring) and substitute, in each case, "the partner".
- Section 26 Strike out from subsection (1) "his" and substitute "the partner's".
- Strike out from subsection (2) "shall" and substitute "will".
- Section 27 Strike out from subsection (2) "therein" and substitute "in the business".
- Section 28 Strike out "his" and substitute "to any partner's".
- Section 29 Strike out from subsection (1) "him" (twice occurring) and substitute, in each case, "the partner".
- Strike out from subsection (2) "thereof" and substitute "of the partnership".
- Section 30 Strike out "he" and substitute "the partner".
- Strike out "him" and substitute "the partner".
- Section 31 Strike out from subsection (1) "his" and substitute "the partner's".
- Strike out from subsection (2) "himself" and substitute "the partner".
- Section 32 Strike out "his" and substitute "the partner's".
- Section 33 Strike out from subsection (2) "his" (twice occurring) and substitute, in each case, "the partner's".

- Section 35 Strike out paragraph (a) and substitute the following paragraph:
- (a) when a partner becomes, through permanent mental incapacity, incapable of managing the partner's affairs, in which case the application may be made on behalf of that partner by the partner's guardian, committee, next friend or other person having title to intervene or by any other partner;
- Strike out from paragraph (b) "his" and substitute "the partner's".
- Strike out from paragraph (d) "himself" and substitute "himself or herself".
- Strike out from paragraph (d) "him" and substitute "the partner".
- Section 36 Strike out from subsection (1) "he" (twice occurring) and substitute, in each case, "the person".
- Strike out from subsection (2) "Government Gazette shall" and substitute "Gazette will".
- Strike out from subsection (2) "had not" and substitute "did not have".
- Section 37 Strike out "his" and substitute "the partner's".
- Section 38 Strike out "After" and substitute "Subject to this section, after".
- Strike out ": Provided that the firm is in no case bound by the acts of a partner who has become insolvent; but this proviso does not affect the liability of any person who has after the insolvency represented himself, or knowingly suffered himself to be represented, as a partner of the insolvent".
- Insert after its present contents (now to be designated as subsection (1)) the following subsection:
- (2) The firm is not bound by the acts of an insolvent partner (however this does not affect the liability of a person who, after the insolvency, represents himself or herself, or knowingly suffers himself or herself to be represented, as a partner of the insolvent).
- Section 40 Strike out "thereof" and substitute "of the premium".
- Section 41 Strike out "thereto" and substitute "to the contract".
- Strike out "him" (wherever occurring) and substitute, in each case, "the party".
- Section 42 Strike out from subsection (1) "his" (wherever occurring) and substitute, in each case, "the partner's".
- Strike out from subsection (1) "himself" and substitute "the partner"
- Strike out from subsection (2) "Provided that" and substitute "However,".
- Strike out from subsection (2) "his" and substitute "the partner's".

- Section 44
- Strike out from subsection (2) "thereof, he" and substitute "of the option contained in the contract, the partner".
 - Strike out "shall" (first occurring) and substitute "must".
 - Strike out from paragraphs (a) and (b) "shall" (wherever occurring) and substitute, in each case, "will".
 - Strike out from paragraph (b) "therein" and substitute "of the firm".
 - Strike out from paragraph (b) "him" (twice occurring) and substitute, in each case, "the partner".
- Section 46
- Strike out "shall" and substitute "will".

In the name and on behalf of Her Majesty, I hereby assent to this Bill.

E. J. NEAL Governor