



LEGAL NOTICE NO.....

THE PARTNERSHIP ACT, 2012
(No. 16 of 2012)

THE PARTNERSHIPS (LIMITED PARTNERSHIPS) REGULATIONS, 2020

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THE PARTNERSHIPS ACT, 2012
(No. 16 of 2012)

IN EXERCISE of the powers conferred by section 76 of the Partnerships Act, 2012, the Minister makes the following Regulations—

THE PARTNERSHIPS (LIMITED PARTNERSHIPS) REGULATIONS 2020

PART I—PRELIMINARY

- Citation. 1. These Regulations may be cited as the Partnerships (Limited Partnerships) Regulations, 2020.
- Interpretation. 2. In these Regulations unless the context otherwise requires—
- “Act” means the Partnerships Act, 2012;
- “registered” means registered under the Act.

PART II – REGISTRATION OF LIMITED PARTNERSHIPS

- Name of a Limited Partnership 3. A person who wishes to reserve a name pending registration of a limited partnership or change of name of a limited partnership shall lodge with the Registrar an application in Form PA 1 set out in the First Schedule which shall be accompanied by the fees set out in the Second Schedule.
- Application for registration of a Limited Partnership 4. (1) An applicant shall lodge with the Registrar an application for registration of a Limited Partnership together with a statement of particulars in accordance with section 68 of the Act.
- (2) The application and statement of particulars in paragraph (1) shall be in Form PA 2 set out in the First Schedule and shall be accompanied by the fees set out in the Second Schedule.
- (3) The following documents shall be lodged together with the application and statement of particulars —
- (a) in the case of a Kenyan partner—
- (i) a copy of their identity card;
- (ii) a copy of their personal identification number certificate; and
- (iii) their passport size photograph;

- (b) in the case of a non-Kenyan partner—
 - (i) a copy of their passport; and
 - (ii) their passport size photograph;
 - (c) in the case of a non-Kenyan partner, who is a resident in Kenya—
 - (i) a copy of their foreign certificate;
 - (ii) a copy of their personal identification number certificate; and
 - (iii) their passport size photograph;
 - (d) in the case of a Kenyan body corporate partner, a copy of the certificate of incorporation or certificate of registration and its personal identification number certificate; or
 - (e) in the case of a non-Kenyan body corporate partner, a copy of the certificate of incorporation or certificate of registration, duly notarized by a notary public from the country or territory of incorporation.
- (4) The Registrar, in accordance with section 69, shall issue the applicant with a Certificate of Registration of a Limited Partnership in Form PA 3 set out in the First Schedule to these Regulations.

PART III—REGISTRATION OF CHANGE IN A LIMITED PARTNERSHIP

Change of a Limited Partnership's name.

- 5.** (1) Where a limited partnership wishes to change its name, the general partner of the partnership, shall lodge with the Registrar a notice of the proposed change in Form PA 4 set out in the First Schedule and shall pay the fees set out in the Second Schedule.
- (2) The notice under paragraph (1) shall be accompanied by a written consent of partners.
- (3) The Registrar shall, after receiving the notice under paragraph (1), issue a Certificate of Change of name to the partnership in Form PA 5 set out in the First Schedule.

Change of registered office.

- 6.** (1) Where a limited partnership wishes to change its registered office address, the general partner of the partnership shall lodge with the Registrar a notice of change of registered office in Form

PA 6 set out in the First Schedule and shall pay the fees set out in the Second Schedule.

- (2) The Registrar shall, after receiving the notice in paragraph (1), record the change of registered office in accordance with the provisions of the Fifth Schedule to the Act.

Registration of new Partner.

7. (1) Where a person wishes to become a partner in an existing limited partnership, the general partner of the partnership, shall lodge with the Registrar a notice of the proposed new partner in Form PA 7 set out in the First Schedule and shall pay the fees set out in the Second Schedule.

(2) The notice under paragraph (1) shall be accompanied by—

(a) in the case of a Kenyan partner—

(i) a copy of their identity card;

(ii) a copy of their personal identification number certificate; and

(iii) their passport size photograph;

(b) in the case of a non-Kenyan partner—

(i) a copy of their passport; and

(ii) their passport size photograph;

(c) in the case of a non-Kenyan partner, who is a resident in Kenya—

(i) a copy of their foreign certificate;

(ii) a copy of their personal identification number certificate; and

(iii) their passport size photograph;

(d) in the case of a Kenyan body corporate partner, a copy of the certificate of incorporation or certificate of registration and its personal identification number certificate; or

(e) in the case of a non-Kenyan body corporate partner, a copy of the certificate of incorporation or certificate of registration, duly notarized by a notary public from the

country or territory of incorporation.

(3) The Registrar shall, after receiving the notice in paragraph (1), register the proposed partner in accordance with the Act.

Registration of cessation of partner

8. (1) Where a partner ceases to be a partner in a limited partnership, the general partner of the Limited Partnership, shall lodge with the Registrar a notice of cessation of a partner in Form PA 8 set out in the First Schedule and shall pay the fees set out in the Second Schedule.

(2) The Registrar shall, after receiving the notice under paragraph (1), amend the register to record the change in accordance with the Act.

Registration of a Notice of change in Particulars of a Limited Partnership

9. (1) Where a relevant event has occurred in relation to the Fifth Schedule paragraph 5 (d) (e) and (f), the general partner of the Limited Partnership shall lodge with the Registrar a notice of change of particulars in Form PA 9 as set out in the First Schedule.

(2) The Registrar shall, after receiving the notice under paragraph (1), amend the register to record the change in accordance with the Act.

Fees.

10. The fees payable under these Regulations shall be as provided in the Second Schedule.

Electronic filing of documents.

11. (1) A form, application or document to be filed or delivered to the Registrar under the Act or Regulations may be in electronic form.

(2) The Registrar shall set up and maintain an electronic registry where documents may be stored electronically and such registry shall be open for public inspection.

(3) A person who intends to conduct a search of the registry records shall submit a search request to the Registrar in Form PA 10 set out in the First Schedule and pay the prescribed fees.

FIRST SCHEDULE

FORMS

FORM PA 1

(r.3)

APPLICATION FOR RESERVATION OF A NAME OF A PROPOSED LIMITED PARTNERSHIP

Name(s) of a proposed Limited Partnership:
 Name of the applicant:
 Address of applicant:
 Telephone number of applicant:
 E-mail address of applicant:
 Signature of applicant:
 Dated at this day of 20

FORM PA 2

(r.4(2))

APPLICATION AND STATEMENT OF PARTICULARS OF A LIMITED PARTNESHIP

1. Name of Limited Partnership
2. General Nature of Business
3. Date of Formation (if a General Partnership)
4. Duration of the Partnership.....
5. Proposed Registered office
- (Plot no, name of building, name of street or road, town)*
6. Postal Address Phone/Mobile No.

5. PARTICULARS OF LIMITED PARTNER(S)

Full Name	ID Card No/Passport No (Attach Copies of ID/Passports)	Tel No & Postal Address	Nationality	Place & date of Incorporation (in case of a body corporate)	Usual Place of Residence (House No, Road or Street Or Registered Office in case of a body corporate)	Amount of Capital Contribution of each Partner	Signature/ Authorised Signatures in case of a body corporate
1.							
2.							
3.							
4.							

5.							
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PARTICULARS OF GENERAL PARTNER(S)

Full Name	ID Card No/Passport No (Attach Copies of ID/Passports)	Tel No & Postal Address	Nationality	Place & date of Incorporation (in case of a body corporate)	Usual Place of Residence (House No, Road or Street Or Registered Office in case of a body corporate)	Amount of Capital Contribution of each Partner	Signature/ Authorised Signatures
1.							
2.							
3.							
4.							
5.							

CONSENT TO ACT AS A GENERAL PARTNER:

I/WE whose particulars appear above hereby consent to act as General Partner(s) of limited partnership pursuant to [section 68](#) of the Partnership Act.

FORM PA 3

(r.4(4))

CERTIFICATE OF REGISTRATION OF A LIMITED PARTNERSHIP

I HEREBY CERTIFY that, having satisfied the requirements of section 69 (1) of the Partnerships Act is on this day registered as a Limited Partnership.

Given under my hand at Nairobi this day of, 20

Registrar of Companies

FORM PA 4

(r.5(1))

NOTICE OF CHANGE OF NAME OF A LIMITED PARTNERSHIP

To: The Registrar of Companies

NOTICE IS HEREBY GIVEN that the Limited Partnership registered and carrying on

business as.....(*Name of the Limited Partnership*) under the Partnership Act, wishes to change its name to(*Proposed Limited Partnership Name*) with effect from

Name (general partner) *Signature*.....

Made at this day of 20

CONSENT OF PARTNER(S):

I/WE the Partner(s) ofLimited Partnership hereby consent to the change of name of the said Partnership to Limited Partnership pursuant to [Fifth Schedule, Paragraph 1 \(2\)\(c\)](#) of the Partnership Act.

<i>Full Name</i>	<i>Signature/Authorised Signatures in case of a body corporate</i>
1.	
2.	
3.	
4.	
5.	

FORM PA 5

(r.5(3))

CERTIFICATE OF REGISTRATION OF A CHANGE OF NAME OF A LIMITED PARTNERSHIP

I HEREBY CERTIFY that a change of name has on this day been effected in the Register of Partnerships from..... to, having satisfied the requirements of the Fifth Schedule of the Partnership Act.

Given under my hand at Nairobi this day of, 20

Registrar of Companies

FORM PA 6

(r.6(1))

NOTICE OF CHANGE OF REGISTERED OFFICE OF A LIMITED PARTNERSHIP

To: The Registrar of Companies

NOTICE IS HEREBY GIVEN that the partnership registered and carrying on business as.....under the Partnership Act, wishes to change its registered office address from.....to.....

Name (general partner) Signature.....

DATED at.....this day of, 20.....

FORM PA 7

(r.7(1))

NOTICE OF PROPOSED NEW PARTNER

To: The Registrar of Companies

NOTICE IS HEREBY GIVEN for the appointment of the following as a partner in..... (name of the limited partnership)..... of registration number..... pursuant to section 57(1) of the Partnership Act-

PARTICULARS OF LIMITED PARTNER(S)

Full Name	ID Card No/Passport No (Attach Copies of ID/Passports)	Tel No & Postal Address	Nationality	Place & date of Incorporation (in case of a body corporate)	Usual Place of Residence (House No, Road or Street Or Registered Office in case of a body corporate)	Amount of Capital Contribution of each Partner	Signature/ Authorised Signatures in case of a body corporate
1.							
2.							
3.							
4.							
5.							

PARTICULARS OF GENERAL PARTNER(S)

Full Name	ID Card No/Passport No (Attach Copies of ID/Passports)	Tel No & Postal Address	Nationality	Place & date of Incorporation (in case of a body corporate)	Usual Place of Residence (House No, Road or Street Or Registered Office in case of a body corporate)	Amount of Capital Contribution of each Partner	Signature/ Authorised Signatures
1.							

2.							
3.							
4.							
5.							

Name (general partner) Signature.....

DATED at.....this day of, 20.....

CONSENT OF PARTNER(S):

I/WE the Partner(s) ofLimited Partnership hereby consent to the appointment of.....(name of the partner).....as a limited partner in.....(name of partnership)..... to [Fifth Schedule to the Act, Paragraph 1 \(2\)\(c\)](#) of the Partnership Act.

Full Name	ID Card No/Passport No (Attach Copies of ID/Passports)	Tel No & Postal Address	Nationality	Usual Place of Residence (House No, Road or Street Or Registered Office in case of a body corporate)	Signature/Authorised Signatures in case of a body corporate
1.					
2.					
3.					
4.					
5.					

FORM PA 8

(r.8 (1))

NOTICE OF CESSATION OF A PARTNER

To: The Registrar of Companies

NOTICE IS HEREBY GIVEN that.....(name of the partner)....., a partner in.....(name of the limited partnership)..... has on this day of20... ceased to be so on the grounds that.....

.....
.....
Name (general partner) Signature.....

DATED at.....this day of, 20.....

FORM PA 9

(r.9(1))

NOTICE OF CHANGE OF PARTICULARS OF A LIMITED PARTNERSHIP

To: The Registrar of Companies

NOTICE IS HEREBY GIVEN that the following changes have occurred in relation to the Limited Partnershipwith effect frompursuant to the Fifth Schedule Paragraph 5 of the Partnership Act.

Name (general partner)..... Signature.....

Made at this day of 20

FORM PA 10

(r.11(3))

SEARCH REQUEST

Name of the Limited Partnership
Registration number of the Limited Partnership
Presented by:
Signature.....

Made at this day of 20

SECOND SCHEDULE: FEES

<i>Section of the Substantive Act</i>	<i>Name of the Form</i>	<i>Fees</i>
Section 65	Application for reservation of a name of a proposed limited partnership	100
Section 68	Application and Statement of Particulars of a Limited Partnership	15,000
Section 70 and Fifth Schedule para 1	Notice of the Proposed Change of Name of a Limited Partnership	1,500
Section 70 and Fifth Schedule para 2	Notice of change of Registered Office of a Limited Partnership	500
Section 70 and Fifth Schedule para 3	Notice of Registration of a New Limited Partner	500
Section 70 and Fifth Schedule para 4	Notice of Cessation of a Limited Partner	500
Section 70 and Fifth Schedule para 5	Notice of Change of Particulars	1,000
Regulation 11	Search Request	600

Made on the2020.

P. KIHARA KARIUKI,
Attorney-General.