

(Legislative Supplement No. 43)

LEGAL NOTICE NO. 94

THE PARTNERSHIPS ACT

(No. 16 of 2012)

THE PARTNERSHIPS (LIMITED PARTNERSHIPS) REGULATIONS, 2021

Arrangement of Regulations

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THE PARTNERSHIPS ACT

(No. 16 of 2012)

IN EXERCISE of the powers conferred by section 76(1) of the Partnerships Act, 2012, the Attorney-General makes the following Regulations—

THE PARTNERSHIPS (LIMITED PARTNERSHIPS)
REGULATIONS, 2021

PART I—PRELIMINARY

1. These Regulations may be cited as the Partnerships (Limited Partnerships) Regulations, 2021. Citation.
2. In these Regulations, unless the context otherwise requires— Interpretation.
- “Act” means the Partnerships Act, 2012; and No. 16 of 2012.
- “Registrar” means the Registrar of Companies.

PART II – REGISTRATION OF LIMITED PARTNERSHIPS

3. A person seeking to reserve a name pending the registration of a limited partnership or the change of the name of a limited partnership shall make an application to the Registrar in Form PA 1 set out in the First Schedule and pay the fees set out in the Second Schedule. Reservation of name.
4. (1) An application for registration of a limited partnership shall be— Application for registration.
- (a) lodged with the Registrar together with a statement of particulars prepared in accordance with section 68 of the Act;
- (b) in Form PA 2 set out in the First Schedule;
- (c) accompanied by the fee set out in the Second Schedule; and
- (d) accompanied by the documents specified under paragraph (2).
- (2) The documents under paragraph (1)(d) shall include—
- (a) in the case of a partner who is a Kenyan citizen—
- (i) a copy of the partner’s personal identification number certificate; and
- (ii) the partner’s passport size photograph;
- (b) in the case of a partner who is not a Kenyan citizen —
- (i) a copy of the partner’s passport; and
- (ii) the partner’s passport size photograph;
- (c) in the case of a partner who is not a Kenyan citizen but is a resident in Kenya—

- (i) a copy of partner's foreign national registration certificate card; and
- (ii) one passport size photograph of the partner;
- (d) in the case of a partner that is a Kenyan body corporate, a copy of the certificate of incorporation or certificate of registration and its personal identification number certificate; or
- (e) in the case of a partner that is a non-Kenyan body corporate, a copy of the certificate of incorporation or certificate of registration, duly notarised by a notary public from the country or territory of incorporation.

(3) The Registrar shall, if satisfied that an application for registration complies with the requirements of this regulation, register the limited partnership and issue a Certificate of Registration of a limited partnership to the applicant in Form PA 3 set out in the First Schedule.

PART III—REGISTRATION OF CHANGE IN A LIMITED PARTNERSHIP

5. (1) Where a limited partnership seeks to change its name, the general partner of the partnership or a person authorised by 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.

Change of name.

(2) The notice under paragraph (1) shall be accompanied by a written consent of the partners.

(3) The Registrar shall, if satisfied that the new name complies with the requirements of this Act, amend the Register to record the change of name and issue a Certificate of Change of name to the partnership in Form PA 5 set out in the First Schedule.

6. (1) Where a limited partnership seeks to change its registered office address, the general partner or a person authorised by 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 pay the fees set out in the Second Schedule.

Change of registered office.

(2) Upon receipt of the notice under paragraph (1), the Registrar shall record the change of registered office in accordance with the provisions of the Fifth Schedule to the Act.

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

Registration of a new partner.

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

- (a) in the case of a partner who is a Kenyan citizen —

- (i) a copy of the partner's personal identification number certificate; and
- (ii) the partner's passport size photograph;
- (b) in the case of a partner who is not a Kenyan citizen —
 - (i) a copy of the partner's passport; and
 - (ii) the partner's passport size photograph;
- (c) in the case of a partner who is not a Kenyan citizen but is a resident in Kenya—
 - (i) a copy of the partner's foreign national registration certificate card; and
 - (ii) the partner's 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) Upon receipt of the notice under paragraph (1), the Registrar shall register the proposed partner in accordance with the provisions of the Fifth Schedule to the Act.

8. (1) Where a partner ceases to be a partner in a limited partnership, the general partner of the limited Partnership or a person authorised by the 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.

Cessation of a partner.

(2) Upon receipt of the notice under paragraph (1), the Registrar shall amend the register to record the change in accordance with the provisions of the Fifth Schedule to the Act.

9. (1) Where a relevant event as provided under paragraph 5 (d) (e) and (f) of the Fifth Schedule to the Act occurs in a limited partnership, the general partner of the limited partnership shall lodge with the Registrar a notice of change of particulars in Form PA 9 set out in the First Schedule.

Change in particulars.

(2) Upon receipt of the notice under paragraph (1), the Registrar shall amend the register to record the change in accordance with the provisions of the Fifth Schedule to the Act.

PART IV - MISCELLANEOUS

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

Electronic filing of documents.

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

(3) A person who intends to conduct a search of the electronic registry maintained under paragraph (2) shall submit a search request to the Registrar in Form PA 10 set out in the First Schedule and pay the fee set out in the Second Schedule.

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

FIRST SCHEDULE

FORMS

FORM PA 1

(r.3)

APPLICATION FOR RESERVATION OF A PROPOSED NAME OF A LIMITED PARTNERSHIP

Name(s) of a proposed Limited Partnership:

Name of 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(1))

APPLICATION AND STATEMENT OF PARTICULARS OF A LIMITED PARTNERSHIP

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.

PARTICULARS OF LIMITED PARTNER(S)

Full name	ID card no/ passport no (attach copies of ID/passport)	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.							

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 Partnerships Act, 2012.

FORM PA3

(r.4(3))

CERTIFICATE OF REGISTRATION OF A LIMITED PARTNERSHIP

I HEREBY CERTIFY that, having satisfied the requirements of section 69 (1) of the Partnerships Act, 2012 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 Partnerships Act, 2012 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) of
 Limited Partnership hereby consent to the change of name of the said Partnership to
 Limited Partnership pursuant to
 Paragraph 1 (2)(c) of the Fifth Schedule of the Partnerships Act, 2012.

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

FORM PA5

(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 Partnerships Act, 2012.

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 Partnerships Act, 2012 wishes to change its registered office address from.....to.....

Name (general partner) Signature.....

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

FORM PA7

(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 Partnerships Act, 2012-

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) of Limited Partnership hereby consent to the appointment of..... (name of the partner)..... as a limited partner in..... (name of partnership) pursuant to paragraph 1 (2)(c) of the Fifth Schedule of the Partnerships Act, 2012.

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.....

FORMPA9

(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 Partnership with effect from pursuant to Paragraph 5 of the Fifth Schedule of the Partnerships Act, 2012.

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

Made at this day of 20

FORM PA10

(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 (*r. 3, r. 4(1)(b), r. 5(1), r. 6(1), r. 7(1), r. 8(1), r. 10(3), r. 11*)

Section	Form	Fees (Kshs)
Section 65	Application for reservation of name of proposed limited partnership	100
Section 68	Application and statement of particulars of a limited partnership	25,000
Section 70 and Fifth Schedule paragraph 1	Notice of proposed change of name of a limited partnership	1,500
Section 70 and Fifth Schedule paragraph 2	Notice of change of registered office of a limited partnership	500
Section 70 and Fifth Schedule paragraph 3	Notice of registration of a new limited partner	500
Section 70 and Fifth Schedule paragraph 4	Notice of cessation of a limited partner	500
Section 70 and Fifth Schedule paragraph 5	Notice of change of particulars	2,000
Regulation 11	Request for search	600

Made on the 31st May, 2021.

P. KIHARA KARIUKI,
Attorney-General.