

LIMITED PARTNERSHIP REGISTRATION

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1. What is a partnership?

A partnership is where a minimum of two persons conduct business with a view to making a profit. It must consist of at least two persons and a normal maximum of 20.¹ A partnership may be made up of natural persons and bodies corporate. Although frequently referred to as a “firm”, a partnership is not a separate legal entity - that is to say, a partnership has no legal personality, separate and distinct from the various partners who comprise the partnership.

2. What is a limited partnership?

The Limited Partnership Act 1907 facilitates the creation of a partnership in which some members have limited liability for the debts of the firm. Their liability is limited to the extent of the amount of capital contributed by them to the partnership. As with a general partnership, a limited partnership is not a separate legal entity.

A limited partnership must consist of at least one general partner and one limited partner. The partnership should consist of no more than 20 persons unless it is a banking partnership in which case a maximum limit of 10 persons applies, unless it is an investment and loan finance partnership² in which case an upper limit of 50 persons applies.

The general partner(s) is/are liable for all the debts and obligations of the firm. The limited partners contribute a stated amount of capital to the firm and are not liable for the debts of the partnership beyond the amount contributed.

A limited partnership must be registered with the CRO and in accordance with the 1907 Act; otherwise the partnership is a general partnership which is governed by the Partnership Act 1890 and by common law. If a limited partnership is not registered as required by the 1907 Act, the limited partner(s) is/are deemed by law to be general partner(s) and so are liable for all the debts and obligations of the firm.

3. How do I register a limited partnership?

You must complete and file the following:

Form LP1 Application for registration of a limited partnership
Both the general and limited partner(s) should sign the form.

Form LP3 Statement of the capital contributed by the limited partner(s)
The general partner should sign the form.
(No capital duty is currently payable.)

4. How do I notify the CRO of changes to my registered particulars?

You must complete and file the following:

Form LP2 Notice of change in limited partnership

Form LP4 Companies capital duty statement
(No capital duty is currently payable.)

Form P1 Return of accounting documents

¹ The number of partners in a banking partnership is restricted to 10 (section 372 Companies Act 1963). Otherwise, no partnership consisting of more than 20 persons may be legally formed for the purpose of carrying on any business that has for its object the acquisition of gain by the partnership or by the individual members thereof (section 376 Companies Act 1963). The foregoing restriction does not apply to partnerships of qualified accountants or solicitors or to any class of partnership prescribed by the Minister for Enterprise Trade & Employment. Neither does it apply to partnerships set up for the purposes of carrying on or promoting the business of thoroughbred horse breeding.

² Section 376 Companies Act 1963 as amended by order under section 13(2) Companies Amendment Act 1982 (S.I. No. 506 of 2004)

4.1. What accounting documents must I file?

Limited partnerships, where all the general partners are limited companies, are obliged to return accounting documents under European Communities (Accounts) Regulations 1993 (S.I. No. 396 of 1993). This requirement also applies to general partnerships where the general partners are limited companies.

Accounting documents include:

- balance sheet
- profit and loss account
- partners' report
- auditor's report

Subject to the 1993 Regulations, the Companies (Amendment) Act 1986 and the European Communities (Companies: Group Accounts) Regulations 1992 (S.I. No. 201 of 1992) apply to limited partnerships.

Accounting documents must be certified to be true copies by two of the partners authorised by the partners to do so and forwarded to the CRO within six months from the end of the financial year of the partnership (Reg. 20).

5. When is a limited partnership required to register a business name?

The Registration of Business Names Act 1963 requires a partnership to register a business name where the firm carries on business under a business name which does not consist of the true surnames of all partners who are individuals and the corporate names of all partners that are bodies corporate without any addition other than the forenames of the individual partners or initials of such forenames. The use by two partners (A and B) of the business name "AB & Company" or "AB & Co" requires registration as there is an addition to the names of the partners.

If a limited partnership registers under the 1907 Act using a business name, the partnership is also required to register that business name under the 1963 Act. The requirement is to furnish certain particulars to the Registrar of Business Names (located within the CRO at Parnell House, Parnell Square, Dublin 1) within one month after the adoption of that name. The Minister for Enterprise, Trade & Employment may refuse to permit the registration of any name that in his opinion is undesirable. There is an appeal to the High Court against such refusal.

Application for registration of a business name for a limited partnership is made on Form RBN1A, which must be signed by all the partners. It may also be signed by just one partner if that execution is verified by a statutory declaration of the signatory. Application for registration may be made electronically. A certificate of registration is issued to the applicant and must be prominently displayed at the firm's principal place of business.

Registration of a business name by a firm does not give that firm a monopoly in the use of that name. Further information on the registration of business names is available on Information Leaflet No. 14, "Business Name Registration".

All forms (and associated filing fees) and information leaflets referred to in this publication are available at www.cro.ie < Downloads.

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