



# Limited Partnerships Act 1907

1907 CHAPTER 24 7 Edw 7

An Act to establish Limited Partnerships.

[28th August 1907]

## Modifications etc. (not altering text)

- C1** Act modified (3.1.1995) by [1994 c. 40, ss. 76, 82\(2\), Sch. 16 para. 1\(1\)](#)
- C2** This Act is not necessarily in the form in which it has effect in Northern Ireland
- C3** Act excluded by [S.I. 1990/1580, reg. 2\(1\)](#)  
Act excluded (22.3.2002) by [S.I. 2002/376, art. 2\(1\)](#)
- C4** Act excluded (E.W.S.) by [Companies Act 1985 \(c. 6, SIF 27\), s. 717\(1\)](#)
- C5** Act excluded (E.W.S.) (30.4.1992) by [S.I. 1992/1027, reg. 2](#)
- C6** Act, as in force in Great Britain, extended to N.I. (1.10.2009), Act, as it formerly had effect in N.I., ceased to have effect (1.10.2009) by virtue of [Companies Act 2006 \(c. 46\), s. 1286\(2\)\(b\), 1300\(2\)](#); [S.I. 2008/2860, arts. 3\(z\), 7, 8, Sch.](#)

## 1 Short title.

This Act may be cited for all purposes as the Limited Partnerships Act 1907.

## 2 ..... <sup>F1</sup>

## Textual Amendments

- F1** S. 2 repealed by [Statute Law Revision Act 1927 \(c. 42\)](#)

## 3 Interpretation of terms.

In the construction of this Act the following words and expressions shall have the meanings respectively assigned to them in this section, unless there be something in the subject or context repugnant to such construction:—

“Firm,” “firm name,” and “business” have the same meanings as in the <sup>M1</sup>Partnership Act 1890:

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“General partner” shall mean any partner who is not a limited partner as defined by this Act.

**Marginal Citations**

M1 1890 c. 39 .

**4 Definition and constitution of limited partnership.**

- (1) .....<sup>F2</sup> limited partnerships may be formed in the manner and subject to the conditions by this Act provided.
- (2) A limited partnership<sup>F3</sup> .....<sup>F4</sup>,<sup>F3</sup> ..... must consist of one or more persons called general partners, who shall be liable for all debts and obligations of the firm, and one or more persons to be called limited partners, who shall at the time of entering into such partnership contribute thereto a sum or sums as capital or property valued at a stated amount, and who shall not be liable for the debts or obligations of the firm beyond the amount so contributed.
- (3) A limited partner shall not during the continuance of the partnership, either directly or indirectly, draw out or receive back any part of his contribution, and if he does so draw out or receive back any such part shall be liable for the debts and obligations of the firm up to the amount so drawn out or received back.
- (4) A body corporate may be a limited partner.

**Textual Amendments****F2** Words repealed by [Statute Law Revision Act 1927 \(c. 42\)](#)**F3** Words in s. 4(2) omitted (21.12.2002) by [S.I. 2002/3203](#) , [art. 3](#)**F4** Words repealed by [Banking Act 1979 \(c. 37, SIF 10\)](#) , s. 51(2) , [Sch. 7](#)**Modifications etc. (not altering text)****C7** S. 4 modified (6.6.2013) by [The Collective Investment in Transferable Securities \(Contractual Scheme\) Regulations 2013 \(S.I. 2013/1388\)](#), regs. 1, **16(3)** (with [reg. 24](#)) (as amended (6.4.2017) by [S.I. 2017/514](#), arts. 1(2), **5(2)**)**C8** S. 4(2) excluded by [S.I. 1971/782](#)**5 Registration of limited partnership required.**

Every limited partnership must be registered as such in accordance with the provisions of this Act<sup>F5</sup>....

**Textual Amendments****F5** Words in s. 5 ceased to have effect (1.10.2009) by virtue of [Legislative Reform \(Limited Partnerships\) Order 2009 \(S.I. 2009/1940\)](#), arts. 2, **8** (with [art. 9](#))

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## 6 Modifications of general law in case of limited partnerships.

- (1) A limited partner shall not take part in the management of the partnership business, and shall not have power to bind the firm:

Provided that a limited partner may by himself or his agent at any time inspect the books of the firm and examine into the state and prospects of the partnership business, and may advise with the partners thereon.

If a limited partner takes part in the management of the partnership business he shall be liable for all debts and obligations of the firm incurred while he so takes part in the management as though he were a general partner.

- (2) A limited partnership shall not be dissolved by the death or bankruptcy of a limited partner, and the lunacy of a limited partner shall not be a ground for dissolution of the partnership by the court unless the lunatic's share cannot be otherwise ascertained and realised.
- (3) In the event of the dissolution of a limited partnership its affairs shall be wound up by the general partners unless the court otherwise orders.

- (4) ..... F6

- (5) Subject to any agreement expressed or implied between the partners—
- (a) Any difference arising as to ordinary matters connected with the partnership business may be decided by a majority of the general partners;
  - (b) A limited partner may, with the consent of the general partners, assign his share in the partnership, and upon such an assignment the assignee shall become a limited partner with all the rights of the assignor;
  - (c) The other partners shall not be entitled to dissolve the partnership by reason of any limited partner suffering his share to be charged for his separate debt;
  - (d) A person may be introduced as a partner without the consent of the existing limited partners;
  - (e) A limited partner shall not be entitled to dissolve the partnership by notice.

### Textual Amendments

F6 S. 6(4) repealed by [Companies \(Consolidation\) Act 1908 \(c. 69\)](#) , [Sch. 6 Pt. I](#)

### Modifications etc. (not altering text)

- C9 S. 6 modified (6.6.2013) by [The Collective Investment in Transferable Securities \(Contractual Scheme\) Regulations 2013 \(S.I. 2013/1388\)](#), regs. 1, [16\(4\)](#) (with reg. 24)
- C10 Reference to “person of unsound mind” to be substituted for reference to “lunatic” in s. 6(2): [Mental Treatment Act 1930 \(c. 23\)](#) , s. [20\(5\)](#)

## 7 Law as to private partnerships to apply where not excluded by this Act.

Subject to the provisions of this Act, the <sup>M2</sup>Partnership Act 1890, and the rules of equity and of common law applicable to partnerships, except so far as they are inconsistent with the express provisions of the last-mentioned Act, shall apply to limited partnerships.

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- C11** S. 7 modified (6.6.2013) by [The Collective Investment in Transferable Securities \(Contractual Scheme\) Regulations 2013 \(S.I. 2013/1388\)](#), regs. 1, **16(5)** (with reg. 24)

**Marginal Citations**

- M2** 1890 c. 39 .

**[<sup>F7</sup>8 Duty to register**

The registrar shall register a limited partnership if an application is made to the registrar in accordance with section 8A.]

**Textual Amendments**

- F7** Ss. 8-8C substituted for s. 8 (1.10.2009) by [Legislative Reform \(Limited Partnerships\) Order 2009 \(S.I. 2009/1940\)](#) , arts. 2 , **3(2)** , 4-7 (with art. 9 )

**[<sup>F7</sup>8A Application for registration**

- (1) An application for registration must—
  - (a) specify the firm name, complying with section 8B, under which the limited partnership is to be registered,
  - (b) contain the details listed in subsection (2),
  - (c) be signed or otherwise authenticated by or on behalf of each partner, and
  - (d) be made to the registrar for the part of the United Kingdom in which the principal place of business of the limited partnership is to be situated.
- (2) The required details are—
  - (a) the general nature of the partnership business,
  - (b) the name of each general partner,
  - (c) the name of each limited partner,
  - (d) the amount of the capital contribution of each limited partner (and whether the contribution is paid in cash or in another specified form),
  - (e) the address of the proposed principal place of business of the limited partnership, and
  - (f) the term (if any) for which the limited partnership is to be entered into (beginning with the date of registration).]

**Textual Amendments**

- F7** Ss. 8-8C substituted for s. 8 (1.10.2009) by [Legislative Reform \(Limited Partnerships\) Order 2009 \(S.I. 2009/1940\)](#) , arts. 2 , **3(2)** , 4-7 (with art. 9 )

**[<sup>F7</sup>8B Name of limited partnership**

- (1) This section sets out conditions which must be satisfied by the firm name of a limited partnership as specified in the application for registration.

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- (2) The name must end with—
  - (a) the words “limited partnership” (upper or lower case, or any combination), or
  - (b) the abbreviation “LP” (upper or lower case, or any combination, with or without punctuation).
- (3) But if the principal place of business of a limited partnership is to be in Wales, its firm name may end with—
  - (a) the words “partneriaeth cyfyngedig” (upper or lower case, or any combination), or
  - (b) the abbreviation “PC” (upper or lower case, or any combination, with or without punctuation).]

#### Textual Amendments

**F7** Ss. 8-8C substituted for s. 8 (1.10.2009) by [Legislative Reform \(Limited Partnerships\) Order 2009 \(S.I. 2009/1940\)](#) , arts. 2 , **3(2)** , 4-7 (with art. 9 )

### [<sup>F7</sup>8C Certificate of registration

- (1) On registering a limited partnership the registrar shall issue a certificate of registration.
- (2) The certificate must be—
  - (a) signed by the registrar, or
  - (b) authenticated with the registrar’s seal.
- (3) The certificate must state—
  - (a) the firm name of the limited partnership given in the application for registration,
  - (b) the limited partnership’s registration number,
  - (c) the date of registration, and
  - (d) that the limited partnership is registered as a limited partnership under this Act.
- (4) The certificate is conclusive evidence that a limited partnership came into existence on the date of registration.]

#### Textual Amendments

**F7** Ss. 8-8C substituted for s. 8 (1.10.2009) by [Legislative Reform \(Limited Partnerships\) Order 2009 \(S.I. 2009/1940\)](#) , arts. 2 , **3(2)** , 4-7 (with art. 9 )

## 9 Registration of changes in partnerships.

- (1) If during the continuance of a limited partnership any change is made or occurs in—
  - (a) the firm name,
  - (b) the general nature of the business,
  - (c) the principal place of business,
  - (d) the partners or the name of any partner,
  - (e) the term or character of the partnership,

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- (f) the sum contributed by any limited partner,
- (g) the liability of any partner by reason of his becoming a limited instead of a general partner or a general instead of a limited partner,

a statement, signed by the firm, specifying the nature of the change, shall within seven days be sent by post or delivered to the registrar <sup>F8</sup>....

- (2) If default is made in compliance with the requirements of this section each of the general partners shall, on conviction under [<sup>F9</sup> the ]<sup>M3</sup> Magistrates' Courts Act 1952, be liable to a fine not exceeding one pound for each day during which the default continues.

**Textual Amendments**

**F8** Words in s. 9(1) omitted (1.10.2009) by virtue of [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009](#) (S.I. 2009/1941), art. 1(2), [Sch. 1 para. 3\(2\)](#) (with art. 10)

**F9** Words substituted by virtue of [Interpretation Act 1978](#) (c. 30) , [s. 17\(2\)\(a\)](#)

**Modifications etc. (not altering text)**

**C12** S. 9 modified (6.6.2013) by [The Collective Investment in Transferable Securities \(Contractual Scheme\) Regulations 2013](#) (S.I. 2013/1388), regs. 1, [16\(6\)](#) (with reg. 24) (as amended (6.4.2017) by [S.I. 2017/514](#), arts. 1(2), [5\(3\)](#))

**Marginal Citations**

**M3** 1952 c. 55 .

## 10 Advertisement in Gazette of statement of general partner becoming a limited partner and of assignment of share of limited partner.

- (1) Notice of any arrangement or transaction under which any person will cease to be a general partner in any firm, and will become a limited partner in that firm, or under which the share of a limited partner in a firm will be assigned to any person, shall be forthwith advertised in the Gazette, and until notice of the arrangement or transaction is so advertised the arrangement or transaction shall, for the purposes of this Act, be deemed to be of no effect.

- ( 2 ) For the purposes of this section, the expression “ the Gazette ” means—

In the case of a limited partnership registered in England, the London Gazette;  
In the case of a limited partnership registered in Scotland, the Edinburgh Gazette;  
In the case of a limited partnership registered in [<sup>F10</sup>Northern Ireland], [<sup>F11</sup>the Belfast Gazette].

**Textual Amendments**

**F10** Words in s. 10(2) substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009](#) (S.I. 2009/1941), art. 1(2), [Sch. 1 para. 3\(3\)\(a\)](#) (with art. 10)

**F11** Words substituted by virtue of S.R. & O. 1921/1804 (Rev. XVI, p. 967; 1921, p. 422), art. 7(a)

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**Modifications etc. (not altering text)**

- C13** S. 10 modified (6.6.2013) by [The Collective Investment in Transferable Securities \(Contractual Scheme\) Regulations 2013](#) (S.I. 2013/1388), regs. 1, **16(7)** (with reg. 24)
- C14** Reference to Ireland to be construed as exclusive of Republic of Ireland: S.R. & O. 1923/405 (Rev. X p. 298: 1923, p. 400), art. 2

**11** ..... <sup>F12</sup>

**Textual Amendments**

- F12** S. 11 repealed by [Finance Act 1973](#) (c. 51) , **Sch. 22 Pt. V**

**12** ..... <sup>F13</sup>

**Textual Amendments**

- F13** S. 12 repealed by (E.W.) [Perjury Act 1911](#) (c. 6) , **Sch.** and (S.) [False Oaths \(Scotland\) Act 1933](#) (c. 20) , **Sch.**

**13 Registrar to file statement and issue certificate of registration.**

On receiving any statement made in pursuance of this Act the registrar shall cause the same to be filed, and he shall send by post to the firm from whom such statement shall have been received a certificate of the registration thereof.

**14 Register and index to be kept.**

<sup>F14</sup>... the registrar shall keep<sup>F14</sup>... a register and an index of all the limited partnerships registered as aforesaid, and of all the statements registered in relation to such partnerships.

**Textual Amendments**

- F14** Words in s. 14 omitted (1.10.2009) by virtue of [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009](#) (S.I. 2009/1941), art. 1(2), **Sch. 1 para. 3(4)** (with art. 10)

**[<sup>F15</sup>15. The registrar**

- (1) The registrar of companies is the registrar of limited partnerships.
- (2) In this Act—
  - (a) references to the registrar in relation to the registration of a limited partnership are to the registrar to whom the application for registration is to be made (see section 8A(1)(d));

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- (b) references to registration in a particular part of the United Kingdom are to registration by the registrar for that part of the United Kingdom;
- (c) references to the registrar in relation to any other matter relating to a limited partnership are to the registrar for the part of the United Kingdom in which the partnership is registered.]

**Textual Amendments**

**F15** S. 15 substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), **Sch. 1 para. 3(5)** (with art. 10)

**16 Inspection of statements registered.**

- (1) Any person may inspect the statements filed by the registrar <sup>F16</sup>...; and any person may require a certificate of the registration of any limited partnership, or a copy of or extract from any registered statement, to be certified by the registrar, <sup>F17</sup>...
- (2) A certificate of registration, or a copy of or extract from any statement registered under this Act, if duly certified to be a true copy under the hand of the registrar <sup>F18</sup>...(whom it shall not be necessary to prove to be the registrar <sup>F18</sup>...) shall, in all legal proceedings, civil or criminal, and in all cases whatsoever be received in evidence.

**Textual Amendments**

- F16** Words in s. 16(1) omitted (1.10.2009) by virtue of [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), **Sch. 1 para. 3(6)(a)** (with art. 10)
- F17** Words in s. 16(1) repealed (20.1.2007 for specified purposes) by [Companies Act 2006 \(c. 46\)](#), ss. 1063(7)(a)(ii), 1300(2), **Sch. 16**; S.I. 2006/3428, art. 3(3) (with arts. 68(2))
- F18** Words in s. 16(2) omitted (1.10.2009) by virtue of [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), **Sch. 1 para. 3(6)(b)** (with art. 10)

**Modifications etc. (not altering text)**

- C15** Functions of Board of Trade now exercisable concurrently by Secretary of State: [S.I. 1970/1537](#), **art. 2(1)(a)**

**17 Power to Board of Trade to make rules.**

<sup>F19</sup> The Board of Trade may make rules ... concerning any of the following matters:—

- <sup>F20</sup>(a) .....
- (b) The duties or additional duties to be performed by the registrar for the purposes of this Act;
  - (c) The performance by assistant registrars and other officers of acts by this Act required to be done by the registrar;
  - (d) The forms to be used for the purposes of this Act;
  - (e) Generally the conduct and regulation of registration under this Act and any matters incidental thereto.



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**Changes to legislation:** There are currently no known outstanding effects for the Limited Partnerships Act 1907. (See end of Document for details)

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### Textual Amendments

- F19** Words in s. 17 repealed (20.1.2007 for specified purposes, 6.4.2007 in so far as not already in force) by Companies Act 2006 (c. 46), ss. 1063(7)(b)(i), 1300(2), [Sch. 16](#); S.I. 2006/3428, arts. 3(3), 4(1)(a), 4(4), 7(c), [Sch. 4 Pt. 1](#) (with arts. 68(2)[Sch. 5 para. 6\(1\)\(2\)](#))
- F20** S. 17(a) repealed (20.1.2007 for specified purposes, 6.4.2007 in so far as not already in force) by Companies Act 2006 (c. 46), ss. 1063(7)(b)(ii), 1300(2), [Sch. 16](#); S.I. 2006/3428, arts. 3(3), 4(1)(a), 4(4), 7(c), [Sch. 4 Pt. 1](#) (with arts. 68(2)[Sch. 5 para. 6\(1\)\(2\)](#))
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### Modifications etc. (not altering text)

- C16** Functions of Board of Trade now exercisable concurrently by Secretary of State: [S.I. 1970/1537](#) , [art. 2\(1\)\(a\)](#)

**Status:**

Point in time view as at 06/06/2013.

**Changes to legislation:**

There are currently no known outstanding effects for the Limited Partnerships Act 1907.