



Jersey

INCORPORATED LIMITED PARTNERSHIPS (JERSEY) LAW 2011

Official Consolidated Version

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INCORPORATED LIMITED PARTNERSHIPS (JERSEY) LAW 2011

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Jersey

INCORPORATED LIMITED PARTNERSHIPS (JERSEY) LAW 2011

A **LAW** to provide for the establishment, regulation and dissolution of limited partnerships with corporate personality; and for connected purposes.

Commencement [[see endnotes](#)]

PART 1

PRELIMINARY

1 Interpretation¹

In this Law, unless the context otherwise requires –

“bankruptcy” includes any proceedings of a similar nature in a place outside Jersey;

“certificate” means the certificate of registration of a declaration issued by the registrar under Article 4 (including all amendments made to the certificate);

“Commission” means the Jersey Financial Services Commission established by the [Financial Services Commission \(Jersey\) Law 1998](#);

“currency” includes the euro and any other means of exchange that may be prescribed;

“declaration” means the declaration delivered to the registrar under Article 4 (including all amendments made to the declaration);

“general partner” means a person who is named as such in the declaration and, if more than one, each general partner;

“incorporated limited partnership” means an incorporated limited partnership established in accordance with this Law;

“limited partner” means a person who is named as such in the register kept under Article 8 and, if more than one, each limited partner;

“Minister” means the Minister for External Relations;

“partner” means a limited partner or a general partner;

“partnership agreement” means any agreement in writing of the partners as to the affairs of an incorporated limited partnership and the rights and obligations of the partners among themselves;

“partnership interest” means a partner’s share of the profits and losses of an incorporated limited partnership and the right to receive distributions of partnership assets and other benefits conferred by the partnership agreement;

“prescribed” means prescribed by an Order made by the Minister;

“published” means –

- (a) in respect of a fee payable by virtue of this Law, published by the Commission in accordance with Article 15(5) of the [Financial Services Commission \(Jersey\) Law 1998](#); and
- (b) in any other case, published by the Commission in a manner likely to bring it to the attention of those affected;

“registrar” means the registrar of incorporated limited partnerships appointed pursuant to Article 25 and “registrar’s seal” in relation to the registrar means a seal prepared under that Article.

2 Meaning of “insolvent” and “solvent”

For the purposes of this Law, an incorporated limited partnership is insolvent when it is unable to discharge its debts and obligations (excluding liabilities to partners in respect of their partnership interests) as they fall due; and “solvent” shall be construed accordingly.

PART 2

ESTABLISHMENT OF INCORPORATED LIMITED PARTNERSHIPS

3 Incorporated limited partnership

- (1) Subject to the provisions of this Law, an incorporated limited partnership may be formed under this Law for any lawful purpose.
- (2) An incorporated limited partnership is a body corporate, having legal personality that is separate from that of its members.
- (3) An incorporated limited partnership has perpetual succession, and cannot be dissolved otherwise than by or under this Law or another enactment.
- (4) An incorporated limited partnership has unlimited capacity.
- (5) An incorporated limited partnership shall consist of –
 - (a) one or more persons who are general partners; and
 - (b) one or more other persons who are limited partners.
- (6) A body corporate may be a general partner or a limited partner.

4 Registration of declaration

- (1) An association of persons (whether or not purporting to confer limited liability on one or more of their number) shall not be an incorporated limited partnership until the requirements of Article 3(5) have been satisfied and the registrar has issued a certificate under paragraph (5) of this Article.
- (2) The registrar shall not issue a certificate unless there has been delivered to the registrar a declaration signed by each person who is, on the formation of the incorporated limited partnership, to be a general partner.
- (3) A declaration shall state –
 - (a) the name under which the incorporated limited partnership is to be conducted;
 - (b) the intended address of the registered office of the partnership;
 - (c) the full name and address of each general partner that is an individual or, in the case of a general partner who is a body corporate, the place where it is incorporated and its registered or principal office;
 - (d) that a partnership agreement has been executed by the partners; and
 - (e) such other particulars as may be prescribed.
- (4) The registrar shall maintain a register of all declarations.
- (5) On the registration of a declaration, the registrar shall issue a certificate to that effect.
- (6) The certificate shall be signed by the registrar and sealed with the registrar's seal.
- (7) The incorporated limited partnership comes into being on the issue of the certificate.
- (8) The registrar may refuse to register a declaration if he or she is not satisfied that the occupier of the premises that are to be the registered office of the incorporated limited partnership authorizes their use as its registered office.
- (9) A certificate issued under paragraph (5) is conclusive evidence of the following matters –
 - (a) that a declaration has been delivered to the registrar;
 - (b) that the incorporated limited partnership is incorporated under this Law;
 - (c) that the requirements of this Law have been complied with in respect of –
 - (i) registration,
 - (ii) all matters precedent to registration, and
 - (iii) all matters incidental to registration,in respect of the partnership.

5 Amendment of declaration

- (1) If during the continuance of an incorporated limited partnership any change is made or occurs in any of the particulars delivered pursuant to Article 4 (other than in the registered office of the partnership), a statement signed by a general partner,

specifying the nature of the change, shall within 21 days of the date of the change be delivered to the registrar.

- (2) On the registration of a statement under this Article the registrar shall issue an amended certificate to that effect.
- (3) The amended certificate shall be signed by the registrar and sealed with the registrar's seal.
- (4) If default is made in compliance with paragraph (1), each of the general partners is guilty of an offence and liable to a fine of level 3 on the standard scale.²

6 General and limited partners

A person may be a general partner and a limited partner at the same time in the same incorporated limited partnership.

7 Name of partnership

- (1) The name of each incorporated limited partnership shall end with the words "Incorporated Limited Partnership" in full or any of the abbreviations "I.L.P.", "ILP", "Inc. L. P." and "Inc LP".
- (2) The surname of a limited partner shall not appear in the name of the incorporated limited partnership unless it is also the surname of one of the general partners or the partnership has been carried on under that name before the admission of that partner as a limited partner.
- (3) The corporate name or a significant part of the corporate name of a limited partner shall not appear in the name of an incorporated limited partnership unless it is also the corporate name or a significant part of the corporate name of one of the general partners or the partnership has been carried on under that name before the admission of that corporate partner as a limited partner.
- (4) A limited partner whose surname or corporate name appears in the name of the incorporated limited partnership contrary to paragraph (2) or (3) is liable as a general partner to any creditor of the partnership who has extended credit without actual knowledge that the limited partner is not a general partner.
- (5) The registrar may refuse to register a declaration, or a statement delivered under Article 5(1) of a change of name of an incorporated limited partnership, where the name to be registered is in the registrar's opinion in any way misleading or otherwise undesirable.
- (6) A change of the name of an incorporated limited partnership shall not have effect until the registrar registers the statement and issues the amended certificate.

8 Registered office

- (1) An incorporated limited partnership shall have a registered office in Jersey.
- (2) An incorporated limited partnership does not comply with the requirement in paragraph (1) unless the occupier of the premises that are the registered office authorizes for the time being their use for that purpose.

- (3) An incorporated limited partnership may change the address of its registered office from time to time by giving notice to the registrar.
- (4) The change shall take effect on the notice being registered by the registrar, but until the end of the period of 14 days beginning on the date on which it is registered, a person may validly serve any document on the incorporated limited partnership at its previous registered office.
- (5) The registrar may refuse to register the notice if he or she is not satisfied that the occupier of the premises that are to be the registered office of the incorporated limited partnership authorizes their use as its registered office.
- (6) An incorporated limited partnership shall keep at its registered office –
 - (a) a register showing in alphabetical order for each limited partner –
 - (i) the full name and address of each limited partner who is an individual, or in the case of a limited partner that is not an individual its name, the place where it is incorporated or otherwise established and its registered or principal office,
 - (ii) where the participation by limited partners is defined by percentage interests or by the number of units or other similar rights held by them, the percentage interest or the number and class of units or other rights held;
 - (b) a copy of the declaration, and the certificate of registration;
 - (c) a copy of the partnership agreement and each amendment made to it;
 - (d) a statement of the amount of any contributions agreed to be made by limited partners and the time at which, or events on the happening of which, the contributions are to be made;
 - (e) a statement of the amount of money and nature and value of any other property or services contributed by each limited partner and the dates thereof;
 - (f) a statement of the amount of contributions returned to limited partners and the dates thereof;
 - (g) such other particulars as may be prescribed.
- (7) The records kept under paragraph (6) shall be –
 - (a) *prima facie* evidence of the particulars that are by that paragraph directed to be contained therein;
 - (b) amended within 21 days of any change in the particulars contained therein;
 - (c) available for inspection and copying without charge during ordinary business hours at the request of a partner.
- (8) The registrar may require an incorporated limited partnership to produce its register during normal working hours to the registrar at its registered office, for inspection by the registrar.
- (9) A requirement under paragraph (8) shall be made by a notice in writing served on the incorporated limited partnership at its registered office, specifying a date and a time at which the partnership is to produce the register.
- (10) The Minister may prescribe information that –

- (a) an applicant for the formation of an incorporated limited partnership; or
- (b) an incorporated limited partnership,

must provide to the registrar for the purpose of showing that an occupier of premises authorizes or continues to authorize the use of the premises as its registered office.

- (11) An Order under paragraph (10) may contain such other provisions as are reasonably necessary for or incidental to that purpose.
- (12) If default is made in compliance with any requirement of or made under this Article, each of the general partners is guilty of an offence and liable to a fine of level 3 on the standard scale.³

9 Accounts and audit

- (1) An incorporated limited partnership shall keep accounting records that are sufficient to show and explain its transactions and are such as to disclose with reasonable accuracy at any time the financial position of the partnership.
- (2) Unless the partnership agreement or Regulations made under Article 34 otherwise provide, it shall not be necessary for an incorporated limited partnership to appoint an auditor or have its accounts audited.
- (3) If default is made in compliance with this Article, each of the general partners is guilty of an offence and liable to a fine of level 3 on the standard scale.⁴

10 Contribution of limited partner

Any contribution to be made by a limited partner to an incorporated limited partnership may be money, in any currency, any other property, or services.

11 Rights and obligations of general partner

- (1) Subject to paragraph (2), a general partner in an incorporated limited partnership has all the rights and powers and is subject to all the restrictions and liabilities of a partner in a partnership without limited partners.
- (2) Without written consent or ratification by all the limited partners, a general partner has no authority –
 - (a) to do an act that makes it impossible to carry on the activities of the incorporated limited partnership;
 - (b) to possess incorporated limited partnership property, or dispose of any rights in incorporated limited partnership property, for other than a partnership purpose; or
 - (c) to admit a person as a general partner or to admit a person as a limited partner, unless the right to do so is given in the partnership agreement.
- (3) A general partner in an incorporated limited partnership is an agent of the partnership.
- (4) A general partner in an incorporated limited partnership, in exercising his or her powers and discharging his or her duties, shall –

- (a) act honestly and in good faith with a view to the best interests of the partnership; and
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (5) Without prejudice to the operation of any rule of law empowering the partners in an incorporated limited partnership, or any of them, to authorize or ratify a breach of this Article, no act or omission of a general partner shall be treated as a breach of paragraph (4) if –
- (a) all of the members of the partnership authorize or ratify the act or omission; and
 - (b) after the act or omission the partnership will be able to discharge its liabilities as they fall due.
- (6) Any debt or obligation incurred by a general partner in the conduct of the activities of an incorporated limited partnership shall be a debt or obligation of the partnership.
- (7) If an incorporated limited partnership fails to discharge any of its debts or obligations as it falls due, each general partner is personally liable to make good the default.

12 Rights of limited partner

A limited partner has the same right as a general partner –

- (a) during business hours, to inspect and make copies of or take extracts from the partnership records at all times;
- (b) to be given, on demand, true and full information of all things affecting the incorporated limited partnership and to be given a formal account of partnership affairs whenever circumstances render it just and reasonable.

13 Share of profits

- (1) A limited partner has, subject to this Law and the partnership agreement, the right to a share of the profits of the incorporated limited partnership.
- (2) It is immaterial whether or not the share of the profits is distributed to the limited partner.
- (3) A limited partner may receive from the incorporated limited partnership the share of the profits stipulated for in the partnership agreement only if, at the time when and immediately after payment is made, the partnership is solvent.
- (4) For a period of 6 months from the date of receipt by a limited partner of any payment representing a share of the profits of the incorporated limited partnership in circumstances where the requirements of paragraph (3) have not been met, such payment shall be repayable by such limited partner with interest at the prescribed rate to the extent that such share of the profits is necessary to discharge a debt or obligation of the partnership incurred during the period that the share of the profits represented an asset of the partnership.

14 Dealings by limited partner with partnership

- (1) A limited partner may lend money to, borrow money from and enter into transactions with the incorporated limited partnership.
- (2) Except where the limited partner is also a general partner, a limited partner having, with respect to anything done under paragraph (1), a claim against the assets of the incorporated limited partnership shall rank as a creditor of the partnership in respect of such claim.
- (3) For the purposes of this Article, a claim described in paragraph (2) does not include a claim for a return of capital contributions.

15 Limited partners' rights as between themselves

- (1) Subject to paragraph (2), limited partners, in relation to one another, shall rank –
 - (a) *pari passu* in respect of the return of their contributions; and
 - (b) *pro rata* to those contributions in respect of profits.
- (2) Where there is more than one limited partner, the partnership agreement may provide that one or more of the limited partners is to have greater rights than the other limited partners as to –
 - (a) the return of contributions;
 - (b) profits; or
 - (c) any other matter.

16 Return of limited partner's contribution

- (1) A limited partner shall not, on dissolution or otherwise, receive out of the capital of the incorporated limited partnership a payment representing a return of any part of the limited partner's contribution to the partnership unless at the time of and immediately following such payment the partnership is solvent.
- (2) For a period of 6 months from the date of receipt by a limited partner of any payment representing a return of contribution or part thereof received by such limited partner in circumstances where the requirements of paragraph (1) have not been met, such payment shall be repayable by such limited partner with interest at the prescribed rate to the extent that such contribution or part thereof is necessary to discharge a debt or obligation of the incorporated limited partnership incurred during the period that the contribution represented an asset of the partnership.
- (3) Except –
 - (a) as provided in paragraph (2); or
 - (b) in the case of fraud,a limited partner shall not be liable to repay any payment representing a return of the limited partner's contribution or part thereof.
- (4) Subject to paragraphs (1) and (2), a limited partner may demand payment representing the return of all or part of his or her contribution –
 - (a) on the dissolution of the incorporated limited partnership;

- (b) at the time specified in the partnership agreement for its return; or
 - (c) after the limited partner has given 6 months' notice in writing to all other partners, if no time is specified in the partnership agreement either for the return of the contribution or for the dissolution of the partnership.
- (5) A limited partner has, notwithstanding the nature of his or her contribution, only the right to demand and receive money in return for it, unless –
- (a) there is a statement to the contrary in the partnership agreement; or
 - (b) all the partners consent to some other manner of returning the contribution.
- (6) In this Article, “payment” includes the release of any obligation forming part of the capital contribution, and any liability to make repayments pursuant to paragraph (2) shall be construed accordingly.

17 Limited partner’s liability to partnership

A limited partner is liable to the incorporated limited partnership for the difference, if any, between the value of money or other property or services contributed by the limited partner to the partnership and the value of money or other property or services specified in the records kept under Article 8(6) to be contributed by the limited partner to the partnership.

18 Limited partner’s liability to creditors

- (1) Except as provided in this Law, a limited partner is not liable for the debts or obligations of the incorporated limited partnership.
- (2) Except as provided in paragraph (3), a limited partner is not liable as a general partner.
- (3) Subject to paragraph (4), if a limited partner participates in the management of the incorporated limited partnership in its dealings with persons who are not partners, that limited partner shall be liable in the event of the insolvency of the partnership for all debts and obligations of the partnership incurred during the period that he or she participated in the management of the partnership as though he or she were for that period a general partner.
- (4) A limited partner shall be liable under paragraph (3) only to a person who transacts with the incorporated limited partnership with actual knowledge of the participation of the limited partner in the management of the partnership and who then reasonably believed the limited partner to be a general partner.
- (5) A limited partner does not participate in the management of an incorporated limited partnership within the meaning of this Article by doing one or more of the following –
 - (a) being a contractor for or an agent or employee of the partnership or of a general partner, or acting as a director, partner or officer of or being a shareholder of a general partner that is not an individual;
 - (b) consulting with and advising a general partner with respect to the activities of the partnership;
 - (c) investigating, reviewing, approving or being advised as to the accounts or affairs of the partnership or exercising any right conferred by this Law;

- (d) acting as surety or guarantor for the partnership either generally or in respect of specific obligations;
 - (e) approving or disapproving an amendment to the partnership agreement; or
 - (f) voting on, or otherwise signifying approval or disapproval of, one or more of the following –
 - (i) the winding up and dissolution of the partnership,
 - (ii) the purchase, sale, exchange, lease, pledge, hypothecation, creation of a security interest or other dealing in any asset, by or of the partnership,
 - (iii) the creation or renewal of an obligation by the partnership,
 - (iv) a change in the nature of the activities of the partnership,
 - (v) the admission, removal or withdrawal of a general or a limited partner and the continuation of the partnership thereafter, or
 - (vi) transactions in which one or more of the general partners have an actual or potential conflict of interest with one or more of the limited partners.
- (6) Paragraph (5) shall not import any implication that the possession or exercise of any other power by a limited partner will necessarily constitute the participation by such limited partner in the management of the incorporated limited partnership.

19 Admission of additional limited partners

An additional limited partner shall not be admitted to an incorporated limited partnership except in accordance with the partnership agreement and by entry in the register under Article 8(6)(a).

20 Assignments

- (1) A limited partner may, subject to the partnership agreement, assign his or her interest, in whole or in part, in the incorporated limited partnership.
- (2) An assignee of the interest, in whole or in part, of a limited partner does not become a limited partner in the incorporated limited partnership until the assignee's ownership of the assigned interest is entered in the register referred to in Article 8(6)(a), and until so entered he or she has none of the rights of a limited partner exercisable against the partnership or against any of the partners other than the assignor.
- (3) Subject to paragraph (4), on becoming a limited partner, an assignee acquires the rights and powers and is subject to all the restrictions and liabilities that his or her assignor had in respect of the assigned interest immediately before the assignment.
- (4) On becoming a limited partner an assignee shall not assume any liability of the assignor arising under Article 13(4), 16(2) or 18(3) and, notwithstanding any term of the partnership agreement or any other agreement to the contrary, no such assignment shall relieve the assignor of any liability under those paragraphs.

21 Winding up and dissolution

- (1) The States may make Regulations providing for the winding up and dissolution of solvent and insolvent incorporated limited partnerships.
- (2) Regulations made under paragraph (1) may create offences, and may prescribe penalties for such offences not exceeding imprisonment for 2 years and a fine.

22 Order for compliance

- (1) Where a person who is required by this Law to sign, deliver or permit inspection or copying of a document refuses to do so, a person who is aggrieved by the refusal may apply to the Royal Court for an order directing the person to comply with the provisions of this Law and upon such application the Royal Court may make such order or any other order it considers appropriate in the circumstances.
- (2) An application may be made under paragraph (1) notwithstanding the imposition of a penalty in respect of the refusal and in addition to any other rights the applicant may have at law.

23 Service of documents

- (1) Service of a document on an incorporated limited partnership may be effected by sending it by post or delivering it to the registered office of the partnership.
- (2) In this Article, “registered office” means –
 - (a) the office that is for the time being shown as the registered office of the incorporated limited partnership in the register maintained under Article 4(4); or
 - (b) if the registrar has under Article 8(4) registered a notice of change of address, the office that is for the time being shown as the registered office of the partnership in the last notice so registered.

24 Authority to sign

Where a general partner executes a document on behalf of the incorporated limited partnership, it shall be conclusively presumed in favour of any person who is not a partner that –

- (a) the general partner has the authority under which the general partner purports to act; and
- (b) the executed document has been validly executed.

PART 3**MISCELLANEOUS AND FINAL PROVISIONS****25 Appointment of registrar**

- (1) The registrar of companies appointed pursuant to Article 196 of the [Companies \(Jersey\) Law 1991](#) shall be the registrar of incorporated limited partnerships.

- (2) The Commission may direct a seal or seals to be prepared for the authentication of documents required for or in connection with the establishment of incorporated limited partnerships.
- (3) Any functions of the registrar under this Law may, to the extent authorized by the registrar, be exercised by any officer on the staff of the Commission.

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27 Fees, charges and forms

- (1) The Commission may require the payment to it of published fees in respect of the performance by the registrar of his or her functions under this Law or a charge for the provision by the registrar of any service, advice, or assistance.
- (2) Where a fee mentioned in paragraph (1) is payable in respect of the performance of a function by the registrar the registrar need take no action until the fee is paid.
- (3) Where the fee is payable on the receipt by the registrar of a document required to be delivered to the registrar the registrar shall be taken not to have received the document until the fee is paid.
- (4) The Commission may publish forms and other documents to be used for any of the purposes of this Law, together with details of the manner in which any such document to be delivered to the registrar is to be delivered or authenticated.

28 Form of documents to be delivered to registrar

Where any Article of this Law requires a document to be delivered to the registrar, but the form of the document has not been published, it shall be sufficient compliance with that requirement if –

- (a) the document is delivered in a form and manner that are acceptable to the registrar; or
- (b) any information to which the requirement relates is delivered in material, other than a document, that is acceptable to the registrar,

and the document or material, as the case may be, is accompanied by the published fee, if any.

29 Inspection and production of documents kept by registrar

- (1) Subject to the provisions of this Article, a person may –
 - (a) inspect a document delivered to the registrar under this Law and kept by the registrar or, if the registrar thinks fit, a copy thereof;
 - (b) require a certificate of the registration of a declaration or copy, certified or otherwise, of any other document or part of any other document referred to in sub-paragraph (a),and a certificate given under sub-paragraph (b) shall be signed by the registrar and sealed with the registrar's seal.

- (2) A copy of or extract from a record kept by the registrar, certified in writing by the registrar (whose official position it is unnecessary to prove) to be an accurate copy of such record delivered to the registrar under this Law, shall in all legal proceedings be admissible in evidence as of equal validity with the original record and as evidence of any fact stated therein of which direct oral evidence would be admissible.

30 Destruction of old records

- (1) Where an incorporated limited partnership has been dissolved, the registrar may, at any time after 10 years from the date of the dissolution, destroy any records relating to that partnership in the registrar's possession or under the registrar's control.
- (2) After 10 years from the dissolution of an incorporated limited partnership no responsibility rests on a general partner or a person to whom custody of the records has been committed, by reason of any record not being forthcoming to a person claiming to be interested in it.

31 Form of partnership's records

- (1) The records that an incorporated limited partnership is required by this Law to keep may be kept in the form of a bound or loose-leaf book, or photographic film, or may be entered or recorded by a system of mechanical or electronic data processing or any other information storage device that is capable of reproducing any required information in intelligible written form within a reasonable time.
- (2) An incorporated limited partnership shall take reasonable precautions –
 - (a) to prevent loss or destruction of;
 - (b) to prevent falsification of entries in; and
 - (c) to facilitate detection and correction of inaccuracies in,the records required by this Law to be kept.
- (3) If default is made in compliance with paragraph (2), each of the general partners is guilty of an offence and liable to a fine of level 3 on the standard scale.⁶

32 Registration in the Public Registry

The Judicial Greffier shall register in the Public Registry all Acts and orders affecting immovable property made under this Law.

33 Offences

A person who, in or in connection with any document, material, evidence or information –

- (a) that is required to be kept under Article 8(6); or
- (b) that is required to be delivered to the registrar under this Law,

knowingly or recklessly makes a statement that is false or misleading in any material particular shall be guilty of an offence and liable to imprisonment for 2 years and a fine.

34 Criminal liability of partners, directors and other officers

- (1) This Article applies where an offence under this Law by an incorporated limited partnership or by any other body corporate, or by a limited liability partnership, is proved –
 - (a) to have been committed with the consent or connivance of a person mentioned in paragraph (2); or
 - (b) to be attributable to any neglect on the part of a person mentioned in paragraph (2).
- (2) The persons to whom paragraph (1) refers are –
 - (a) in the case of an incorporated limited partnership, a general partner;
 - (b) in the case of an incorporated limited partnership, a limited partner who is participating in the management of the partnership;
 - (c) in the case of any other body corporate, a director, manager, secretary or other similar officer of the body corporate;
 - (d) in the case of a limited liability partnership, a partner; or
 - (e) in any case, any other person purporting to act in a capacity described in any of sub-paragraphs (a), (b), (c) and (d).
- (3) Where this Article applies, the person shall also be guilty of the offence and liable in the same manner as the incorporated limited partnership, the other body corporate or the limited liability partnership to the penalty provided for that offence.
- (4) Where the affairs of a body corporate (other than an incorporated limited partnership) are managed by its members, paragraphs (1) and (3) shall apply in relation to acts and defaults of a member in connection with his or her functions of management as if the member were a director of the body corporate.
- (5) This Article does not apply to an offence under Article 33.

35 Regulations

- (1) The States may by Regulations –
 - (a) disqualify persons for office as general partners of incorporated limited partnerships; and
 - (b) provide for the audit of such partnerships.
- (2) Regulations made under paragraph (1) may provide for and apply in respect of incorporated limited partnerships, with or without modifications –
 - (a) any provisions in or made under the [Companies \(Jersey\) Law 1991](#); and
 - (b) any provisions in or made under the [Foundations \(Jersey\) Law 2009](#),that apply, in respect of a company or a foundation under either of those Laws, to a matter to which paragraph (1) refers.
- (3) Regulations made under paragraph (1) may provide for the Minister or Commission to exercise a discretion in respect of matters provided for in the Regulations.

- (4) Regulations made under paragraph (1) may create offences, and may impose penalties for such offences not exceeding imprisonment for 2 years and a fine.

36 Orders

- (1) The Minister may by Order make provision for the purpose of carrying this Law or any Regulations made under this Law into effect and in particular, but without prejudice to the generality of the foregoing, for prescribing any matter that is to be prescribed under this Law or the Regulations.
- (2) An Order made under this Law may contain such incidental provisions as the Minister may consider to be necessary or expedient.
- (3) The Minister shall consult the Commission before making any Order under this Law.

37 Rules of Court

The power to make Rules of Court under the [Royal Court \(Jersey\) Law 1948](#) shall include a power to make Rules for the purposes of this Law.

38 Relationship to other law

- (1) The rules of customary law applicable to partnerships (*contrats de société*) shall apply to incorporated limited partnerships, except in so far as they are inconsistent with the express provisions of this Law.
- (2) Nothing in the [Limited Partnerships \(Jersey\) Law 1994](#) shall apply to an incorporated limited partnership.

39 Citation

This Law may be cited as the Incorporated Limited Partnerships (Jersey) Law 2011.

ENDNOTES

Table of Legislation History

Legislation	Year and No	Commencement
Incorporated Limited Partnerships (Jersey) Law 2011	L.5/2011	26 May 2011 (R&O.67/2011)
States of Jersey (Transfer of Functions No. 6) (Economic Development and Treasury and Resources to Chief Minister) (Jersey) Regulations 2013	R&O.107/2013	19 July 2013
Criminal Justice (Miscellaneous Provisions) (Jersey) Law 2016	L.1/2016	20 September 2016 (R&O.98/2016)
States of Jersey (Transfer of Responsibilities and Functions) (Chief Minister to External Relations) Order 2019	R&O.40/2019	31 May 2019
Financial Services (Disclosure and Provision of Information) (Jersey) Regulations 2020	R&O.138/2020	6 January 2021 (R&O.139/2020)
States of Jersey (Minister for Children and Education, Minister for Housing and Communities and Minister for External Relations and Financial Services) (Jersey) Order 2021	R&O.29/2021	2 March 2021
States of Jersey (Transfer of Financial Services Functions – External Relations to Chief Minister) Order 2023	R&O.28/2023	12 April 2023
Changes to Ministerial Offices (Jersey) Amendment Order 2024	R&O.10/2024	9.30 a.m. on 27 February 2024

Table of Renumbered Provisions

Original	Current
38	Spent, omitted
39	38
40(1)	39
40(2)	Spent, omitted
Schedule	Spent, omitted

Table of Endnote References

¹ Article 1 amended by *R&O.107/2013, R&O.40/2019, R&O.29/2021, R&O.28/2023, R&O.10/2024*

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- ² *Article 5(4)* *amended by L.1/2016*
³ *Article 8(12)* *amended by L.1/2016*
⁴ *Article 9(3)* *amended by L.1/2016*
⁵ *Article 26* *deleted by R&O.138/2020*
⁶ *Article 31(3)* *amended by L.1/2016*