

**Second Reading Speech by Ms Indranee Rajah,  
Senior Minister of State for Law and Finance, on the  
Limited Liability Partnerships (Amendment) Bill,  
10 March 2017**

1. Mdm Speaker, I beg to move, “That the Bill be now read a Second time.”

2. The proposed amendments in the Limited Liability Partnerships (Amendment) Bill are intended to align with the changes in the Companies (Amendment) Bill, which has just been passed.

**Improve transparency of limited liability partnerships**

3. The first set of amendments is to implement transparency-related changes. Like companies, limited liability partnerships or LLPs, will be required to maintain registers of controllers at prescribed places. Obligations similar to those required of companies will apply to LLPs, recipients of notices from LLPs and their controllers. The Minister will also be empowered to direct the Registrar to maintain a central register of controllers of

LLPs in the event a central register becomes a new internationally-agreed standard.

4. Besides the register of controllers, the LLP Act will be amended to implement three changes on record retention:

- First, to require the liquidator to retain the LLP's records for at least five years, instead of the current two.
- Second, not to allow an LLP that is wound up by its partners or creditors to destroy records early. Such an LLP will have to retain its records for at least five years.
- Third, to require former partners or managers of an LLP that has been struck off and dissolved to retain its accounting records and registers of controllers for at least five years.

5. As with the changes for companies, we intend to effect the transparency-related changes for LLPs by 31 March 2017. Existing LLPs will have 60 days after the laws are effected to comply with the new requirements. ACRA will publish guidance to help LLPs comply with the new requirements.

## **Remove the requirement for common seal**

6. The final set of amendments will remove the requirement for a common seal. With the change, LLPs can execute documents by having them signed by:

- a) two partners of an LLP; or
- b) a partner of an LLP in the presence of a witness who attests the signature.

7. Notwithstanding the change, LLPs can choose to retain the use of a common seal based on business needs.

8. Mdm Speaker, I beg to move.