

# PARTNERSHIP (LIMITED LIABILITY) ACT AMENDMENT ACT

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Queensland



ANNO TRICESIMO OCTAVO

ELIZABETHAE SECUNDAE REGINAE

No. 100 of 1989

An Act to amend the Partnership (Limited Liability) Act  
1988 in certain particulars

[ASSENTED TO 13TH OCTOBER, 1989]

BE IT ENACTED by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Assembly of Queensland in Parliament assembled, and by the authority of the same, as follows:—

**1. Short title and citation.** (1) This Act may be cited as the *Partnership (Limited Liability) Act Amendment Act 1989*.

(2) In this Act the *Partnership (Limited Liability) Act 1988* is referred to as the Principal Act.

(3) The Principal Act as amended by this Act may be cited as the *Partnership (Limited Liability) Act 1988-1989*.

**2. Commencement.** (1) Section 1 and this section shall commence on the day on which this Act is assented to for and on behalf of Her Majesty.

(2) The provisions of—

(a) section 3;

(b) paragraph (a) of section 4;

(c) section 5 to the extent that they omit subsections (5), (6) and (7) of section 9 of the Principal Act and substitute new subsections (5) and (6) of that section;

and

(d) section 6,

shall be deemed to have commenced on 15th May 1989 and the Principal Act as amended by those provisions shall be given effect as if the amendments provided for by those provisions had been made on that date.

(3) Except as provided for by subsections (1) and (2), the provisions of this Act shall commence on a day appointed by Proclamation.

**3. Amendment of s. 4. Interpretation.** Section 4 of the Principal Act is amended, in subsection (1), by omitting the definition "limited partnership".

**4. Amendment of s. 6. What is a limited partnership.** Section 6 of the Principal Act is amended by—

(a) in subsection (1), omitting all words from and including "(b) that is formed" to and including "partners therein." and substituting the following words:—

"(b) that is formed in accordance with this Act.";

(b) in subsection (2), omitting the words "constituted or registered in Australia".

**5. Amendment of s. 9. Registration of changes in limited partnership.**

Section 9 of the Principal Act is amended by omitting subsections (5), (6) and (7) and substituting the following subsections:—

“(5) Notwithstanding the occurrence of any change in relation to a limited partnership that it is competent to the Registrar to record in the register (upon notice thereof) pursuant to subsection (1)—

- (a) this Act shall continue to apply to the partnership as a limited partnership;  
and
- (b) a continuing partner shown on the register as a limited partner shall continue to be a limited partner as so registered.

(6) If a change of which notice may be given under subsection (1) involves the admission of a limited partner to a partnership or an alteration to the extent to which a partner in the partnership is liable to contribute, being a change arising from agreement between the partners, the change shall not take effect until notice thereof has been given under subsection (1) to the Registrar and he has recorded the change in the register.

(7) Notwithstanding the departure of a person as a partner from a limited partnership he and his estate shall be liable as if that departure had not occurred for liabilities incurred by the partnership after his departure unless and until notice thereof has been given to the Registrar under subsection (1) for recording in the register.

This subsection does not apply in relation to liabilities incurred in dealings with a person who has notice of the departure.

(8) Subject to the terms of any agreement between the partners in a limited partnership, the general partners in the partnership shall be authorized to give any notice under this section on behalf of all the partners.”

**6. Amendment of s. 17. Dissolution not available in certain cases.**

Section 17 of the Principal Act is amended by omitting subsection (3).

**7. Repeal of and new ss. 22 and 23.** The Principal Act is amended by repealing sections 22 and 23 and substituting the following sections:—

“22. **Duty to notify Registrar of changes.** (1) In the event of—

- (a) a change in the firm name of a limited partnership;
- (b) a change in the name or address of a partner in a limited partnership;
- (c) a change that renders false or misleading any particular such as is referred to in paragraph (f) of section 7 (2) shown in the register in relation to a limited partnership;

- (d) a departure of a partner from or an admission of a partner to a limited partnership;
- (e) dissolution of a partnership registered as a limited partnership;  
or
- (f) cessation of a limited partnership pursuant to section 18,

each of the general partners at the time the event occurs commits an offence against this Act if notice of the event is not given to the Registrar under section 9 or 19 before the expiration of seven days from the occurrence of the event.

(2) An offence against subsection (1) shall be deemed to continue until the notice in question is given to the Registrar.

(3) Proceedings for a continuing offence under this section may be taken from time to time.

(4) A matter of complaint for a continuing offence under this section may be in respect of one day or more than one day of its occurrence.

(5) A person who commits an offence against subsection (1) shall be liable—

- (a) in respect of the failure to give the notice in question before the expiration of the seven days from the occurrence of the event of which notice is required, to a penalty not exceeding 20 penalty units;  
and
- (b) in respect of each day during which the offence continues, to a penalty not exceeding one penalty unit.

(6) If a corporate person commits an offence against subsection (1), each director or member of the governing body of the corporate person shall be deemed also to have committed the offence and is liable to be proceeded against and punished accordingly.

**23. Registrar may accept and record notices given by person registered as a partner.** Upon receipt by the Registrar of a notice in writing given by a person shown on the register as a partner in a limited partnership of the occurrence of an event affecting the partnership, in respect of which event the Registrar may amend the register upon notice thereof given to him under sections 9 or 19, the Registrar shall record in the register that the notice has been received and the tenor thereof.”

**8. Amendment of s. 26. Proceedings for offences.** Section 26 of the Principal Act is amended in subsection (1), by omitting the words “A person” and substituting the words “Unless a specific penalty is otherwise prescribed, a person”.