

Queensland



PARTNERSHIP (LIMITED LIABILITY) ACT 1988

**Reprinted as in force on 22 November 2004
(includes commenced amendments up to 2004 Act No. 29)**

Reprint No. 3B

This reprint is prepared by
the Office of the Queensland Parliamentary Counsel
Warning—This reprint is not an authorised copy

NOT FURTHER AMENDED
LAST REPRINT BEFORE REPEAL
See 2004 Act No. 29 s 73

Information about this reprint

This Act is reprinted as at 22 November 2004. The reprint—

- shows the law as amended by all amendments that commenced on or before that day (Reprints Act 1992 s 5(c))
- incorporates all necessary consequential amendments, whether of punctuation, numbering or another kind (Reprints Act 1992 s 5(d)).

The reprint includes a reference to the law by which each amendment was made—see list of legislation and list of annotations in endnotes. Also see list of legislation for any uncommenced amendments.

This page is specific to this reprint. See previous reprints for information about earlier changes made under the Reprints Act 1992. A table of earlier reprints is included in the endnotes.

Also see endnotes for information about—

- **when provisions commenced**
- **editorial changes made in earlier reprints.**

Dates shown on reprints

Reprints dated at last amendment All reprints produced on or after 1 July 2002, hard copy and electronic, are dated as at the last date of amendment. Previously reprints were dated as at the date of publication. If a hard copy reprint is dated earlier than an electronic version published before 1 July 2002, it means the legislation was not further amended and the reprint date is the commencement of the last amendment.

If the date of a hard copy reprint is the same as the date shown for an electronic version previously published, it merely means that the electronic version was published before the hard copy version. Also, any revised edition of the previously published electronic version will have the same date as that version.

Replacement reprint date If the date of a hard copy reprint is the same as the date shown on another hard copy reprint it means that one is the replacement of the other.

Queensland



**PARTNERSHIP (LIMITED LIABILITY)
ACT 1988**

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PARTNERSHIP (LIMITED LIABILITY) ACT 1988

[as amended by all amendments that commenced on or before 22 November 2004]

An Act to provide for the formation and registration of limited partnerships and for related matters

PART 1—PRELIMINARY

1 Short title

This Act may be cited as the *Partnership (Limited Liability) Act 1988*.

2 Commencement

(1) Section 1 and this section shall commence on the date of assent.

(2) Except as provided by subsection (1), this Act shall commence on a day appointed by proclamation.

(3) The day so appointed is in this Act referred to as the commencement of this Act.

ENDNOTES

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2 Date to which amendments incorporated

This is the reprint date mentioned in the Reprints Act 1992, section 5(c). Accordingly, this reprint includes all amendments that commenced operation on or before 22 November 2004. Future amendments of the Partnership (Limited Liability) Act 1988 may be made in accordance with this reprint under the Reprints Act 1992, section 49.

3 Key

Key to abbreviations in list of legislation and annotations

Key	Explanation	Key	Explanation
AIA	= Acts Interpretation Act 1954	(prev)	= previously
amd	= amended	proc	= proclamation
amdt	= amendment	prov	= provision
ch	= chapter	pt	= part
def	= definition	pubd	= published
div	= division	R[X]	= Reprint No.[X]
exp	= expires/expired	RA	= Reprints Act 1992
gaz	= gazette	reloc	= relocated
hdg	= heading	renum	= renumbered
ins	= inserted	rep	= repealed
lap	= lapsed	(retro)	= retrospectively
notfd	= notified	rv	= revised edition
o in c	= order in council	s	= section
om	= omitted	sch	= schedule
orig	= original	sdiv	= subdivision
p	= page	SIA	= Statutory Instruments Act 1992
para	= paragraph	SIR	= Statutory Instruments Regulation 2002
prec	= preceding	SL	= subordinate legislation
pres	= present	sub	= substituted
prev	= previous	unnum	= unnumbered

4 Table of reprints

Reprints are issued for both future and past effective dates. For the most up-to-date table of reprints, see the reprint with the latest effective date.

If a reprint number includes a letter of the alphabet, the reprint was released in unauthorised, electronic form only.

Reprint No.	Amendments included	Effective	Reprint date
1	to 1992 Act No. 40	14 August 1992	1 December 1992
2	to 1993 Act No. 68	23 November 1993	21 December 1993
2A	to 1996 Act No. 56	20 November 1996	18 December 1996
2B	to 1996 Act No. 73	9 December 1996	24 January 1997
3	to 1996 Act No. 73	9 December 1996	31 March 1998
3A	to 2002 Act No. 13	24 April 2002	3 May 2002 (Column discontinued) Notes
3B	to 2004 Act No. 29	22 November 2004	

5 Tables in earlier reprints

TABLES IN EARLIER REPRINTS

Name of table	Reprint No.
Corrected minor errors	1
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6 List of legislation

Partnership (Limited Liability) Act 1988 No. 78

date of assent 11 November 1988

ss 1–2 commenced on date of assent

remaining provisions commenced 15 May 1989 (proc pubd gaz 13 May 1989 p 334)

Note—s 4, pt 2 ss 6–9, pt 3 ss 10, 10A, 11–16, pt 4 ss 17–20, pt 5 ss 21–23,

23A–23B, s 27 are relocated to the Partnership Act 1891 (2004 No. 29 ss 48–49)

amending legislation—

Partnership (Limited Liability) Act Amendment Act 1989 No. 100

date of assent 13 October 1989

ss 1–2 commenced on date of assent

ss 3–4(a), such part of s 5 as omits subsections (5)–(7) of the principal Act and substitutes new subsections (5)–(6), s 6 commenced 15 May 1989 (see s 2(2))

remaining provisions commenced 16 November 1989 (proc pubd gaz 18 November 1989 p 2066)

Justice Legislation (Miscellaneous Provisions) Act 1992 No. 40 pt 1, s 163 sch 1

date of assent 14 August 1992

commenced on date of assent

Justice and Attorney-General Legislation (Miscellaneous Provisions) Act 1993 No. 68 pts 1, 5, s 12 sch

date of assent 23 November 1993

commenced on date of assent

Consumer Law and Other Justice Legislation (Miscellaneous Provisions) Act 1996 No. 56 pts 1, 16

date of assent 20 November 1996

commenced on date of assent

Sea-Carriage Documents Act 1996 No. 73 ss 1, 11 sch

date of assent 9 December 1996

commenced on date of assent

Tourism, Racing and Fair Trading (Miscellaneous Provisions) Act 2002 No. 13 s 1, pt 16

date of assent 24 April 2002

commenced on date of assent

Partnership and Other Acts Amendment Act 2004 No. 29 pts 1, 3 s 47 sch 2

date of assent 12 October 2004

ss 1–2 commenced on date of assent

remaining provisions commenced 22 November 2004 (2004 SL No. 250)

7 List of annotations

Arrangement of Act

s 3 om R1 (see RA s 36)

Definitions for ch 3

prov hdg amd 2004 No. 29 s 48(1)

s 4 amd 2004 No. 29 s 48(2), (6)

reloc (as 1891 No. 7 s 48) 2004 No. 29 s 48(7)

def “**general partner**” om 2004 No. 29 s 48(3)def “**liability**” om 2004 No. 29 s 48(3)def “**limited partner**” om 2004 No. 29 s 48(3)def “**limited partnership**” om 1989 No. 100 s 3def “**register**” amd 2004 No. 29 s 48(4)def “**registrar**” sub 1992 No. 40 s 163 sch 1

om 2004 No. 29 s 48(5)

Effect of this Act on application of ss.53–68 of Mercantile Act

s 5 om 1996 No. 73 s 11 sch

PART 2—FORMATION AND MAINTENANCE OF LIMITED PARTNERSHIPS

pt hdg reloc (as 1891 No. 7 ch 3, pt 2 hdg) 2004 No. 29 s 49(1)

What is a limited partnership

s 6 amd 1989 No. 100 s 4; 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 49) 2004 No. 29 s 49(1)

How formed

s 7 amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 50) 2004 No. 29 s 49(1)

Register—proof of registration

s 8 amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 51) 2004 No. 29 s 49(1)

Registration of changes in limited partnership

s 9 amd 1989 No. 100 s 5; 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 52) 2004 No. 29 s 49(1)

PART 3—MODIFICATION OF GENERAL LAW OF PARTNERSHIP

pt hdg reloc (as 1891 No. 7 ch 3, pt 3 hdg) 2004 No. 29 s 49(2)

Liability of limited partner

s 10 amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 53) 2004 No. 29 s 49(2)

Liability for limited partnerships formed under corresponding laws

s 10A ins 1993 No. 68 s 9
amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 54) 2004 No. 29 s 49(2)

Provisions concerning limited partner's contribution

s 11 amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 55) 2004 No. 29 s 49(2)

Use of descriptive words in name

s 12 amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 56) 2004 No. 29 s 49(2)

Liability for contravention of s 56

prov hdg amd 2004 No. 29 s 47 sch 2
s 13 amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 57) 2004 No. 29 s 49(2)

Recovery of loss because breach of s 56

prov hdg amd 2004 No. 29 s 47 sch 2
s 14 amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 58) 2004 No. 29 s 49(2)

Registered office

s 15 amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 59) 2004 No. 29 s 49(2)

Incidents of limited partnerships

s 16 amd 2002 No. 13 s 59; 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 60) 2004 No. 29 s 49(2)

PART 4—DISSOLUTION AND CESSATION OF LIMITED PARTNERSHIPS

pt hdg reloc (as 1891 No. 7 ch 3, pt 4 hdg) 2004 No. 29 s 49(3)

Dissolution not available in certain cases

s 17 amd 1989 No. 100 s 6; 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 61) 2004 No. 29 s 49(3)

Cessation of limited partnerships

s 18 amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 62) 2004 No. 29 s 49(3)

Registration of dissolution or cessation of limited partnerships

s 19 amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 63) 2004 No. 29 s 49(3)

Winding-up by general partners

s 20 amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 64) 2004 No. 29 s 49(3)

PART 5—MISCELLANEOUS PROVISIONS

pt hdg reloc (as 1891 No. 7 ch 3, pt 5 hdg) 2004 No. 29 s 49(4)

Legal proceedings

s 21 amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 65) 2004 No. 29 s 49(4)

Duty to notify chief executive of changes

prov hdg amd 2004 No. 29 s 47 sch 2
s 22 sub 1989 No. 100 s 7
amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 66) 2004 No. 29 s 49(4)

Chief executive may accept and record notices given by person registered as a partner

prov hdg amd 2004 No. 29 s 47 sch 2
s 23 sub 1989 No. 100 s 7
amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 67) 2004 No. 29 s 49(4)

Chief executive's power to cancel limited partnership's registration

prov hdg amd 2004 No. 29 s 47 sch 2
s 23A ins 1996 No. 56 s 144
amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 68) 2004 No. 29 s 49(4)

Chief executive's power to revoke cancellation of registration

prov hdg amd 2004 No. 29 s 47 sch 2
s 23B ins 1996 No. 56 s 144
amd 2004 No. 29 s 47 sch 2
reloc (as 1891 No. 7 s 69) 2004 No. 29 s 49(4)

Furnishing false or misleading information

s 24 om 2004 No. 29 s 47 sch 2

Entry in register constitutes notice

s 25 om 2004 No. 29 s 47 sch 2

Proceedings for offences

s 26 amd 1989 No. 100 s 8
 om 2004 No. 29 s 47 sch 2

Mercantile Act register

s 27 sub 2004 No. 29 s 47 sch 2
 reloc (as 1891 No. 7 s 122) 2004 No. 29 s 49(5)

Delegations

s 27A ins 1992 No. 40 s 163 sch 1
 om 2004 No. 29 s 47 sch 2

Regulations

s 28 sub 1993 No. 68 s 12 sch
 om 2004 No. 29 s 47 sch 2

Service

s 29 om 2004 No. 29 s 47 sch 2

Amendment of Partnership Act s.5. Definition of partnership

s 30 om R1 (see RA s 40)