

SPECIAL ISSUE

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(Legislative Supplement No. 50)

LEGAL NOTICE No. 127

THE LIMITED LIABILITY PARTNERSHIP ACT

(No. 42 of 2011)

IN EXERCISE of the powers conferred by section 35 of the Limited Liability Partnerships Act, 2011, the Attorney-General makes the following Regulations:—

THE LIMITED LIABILITY PARTNERSHIP REGULATIONS, 2014

PART I—PRELIMINARY

1. (1) These Regulations may be cited as the Limited Liability Partnerships Regulations, 2014.

Citation and
Commencement

(2) These Regulations shall come into operation on the twenty-eighth day after their publication in the Gazette

2. In these Regulations, unless the context otherwise requires—

Interpretation

“Act” means the Limited Liability Partnerships Act, 2011;

“lodge”, in relation to a document, means lodge by presenting the document to the Registrar at the Registrar’s office or by any other manner publicly notified by the Registrar;

“proposed Limited Liability Partnership” means an entity that is seeking or proposing to seek registration as a Limited Liability Partnership under the Act;

“registered” means registered under the Act.

PART II—REGISTRATION OF LIMITED LIABILITY PARTNERSHIPS

3. (1) The following information is prescribed for the purposes of section 17 (2) (g) of the Act—

Requirements for
registering limited
liability
partnerships

(a) an indication by the Registrar that the name under which the proposed Limited Liability Partnership intends to carry on business is available for registration as provided by sections 20 and 21 of the Act;

(b) if not provided under section 17 (2) (c), the address of the physical location of the proposed registered office of the partnership;

(c) the name and address of the person who is, or persons who are, designated as the manager or managers of the proposed Limited Liability Partnership;

(d) an indication as to whether the proposed partners have entered into a partnership agreement and, if they have, a copy of the agreement;

- (e) the name of the person who is lodging the statement and an address (including e-mail address) and telephone number at which the person can be contacted.

(2) The Statement of Particulars lodged under section 17 (2) of the Act shall be in Form LLP 1 set out in the First Schedule to these Regulations.

(3) The following documents shall be attached to the statement of particulars—

- (a) a copy of the Personal Identification Number certificate of each partner and manager ;
- (b) a copy of the identity card or passport of each partner and manager; and
- (c) one passport size photograph of each partner and manager

(4) The prescribed fee for the purposes of section 17(3) of the Act is as provided in the Second Schedule to these Regulations.

(5) If a partner or manager of an entity sought to be registered as a Limited Liability Partnership is a body corporate (other than a foreign company), the applicant for registration shall include with the application a copy of the body's certificate of incorporation certified—

- (a) by a notary public;
- (b) by a commissioner of oaths;
- (c) by a magistrate; or
- (d) by the Registrar.

(6) If a partner or manager of an entity sought to be registered as a Limited Liability Partnership is a foreign company, the applicant for registration shall include with the application a copy of the company's certificate of incorporation certified—

- (a) by a notary public authorised to act as such in the country or territory of the company's incorporation; or
- (b) by the person holding the office in that country or territory corresponding to that of Registrar of Companies in Kenya.

(7) A certificate of registration issued by the Registrar under section 18 (1) of the Act shall be in Form LLP 2 set out in the First Schedule to these Regulations.

4. A name is prohibited for the purpose of section 20 (3) of the Act—

- (a) if it is prohibited by a written law; or
- (b) if the entity concerned is or may be regulated under a written law and the entity is required under that law to obtain the approval of the authority responsible for administering it and such approval has not been obtained.

5. For the purposes of section 21(1) (a) of the Act, a name is undesirable if—

- (a) the name is the same as or is a translation of the name of a Limited Liability Partnership that is already registered;

Requirements for names of limited liability partnerships

Restrictions on registration of limited liability partnership names

- (b) the name has a close phonetic resemblance to the name of a Limited Liability Partnership that is already registered ;
- (c) the name includes “co-operative”, “society” or “trade union” or any variant or synonym of those words;
- (d) the name suggests an association with, or the patronage of, the State or any of its agencies, unless there are circumstances that justify its use;
- (e) the name suggests an association with, or the patronage of, a foreign government or an embassy, high commission or consulate representing such a government in Kenya;
- (f) the name suggests an association with, or the patronage of, a county government;
- (g) the name comprises an acronym that will render its use vague;
- (h) the name differs from the name of a Limited Liability Partnership that is already registered only by the addition of the name of a place, locality or region within Kenya;
- (i) the name includes the name of a registered trade mark unless a document signed by the owner of the trade mark and indicating consent to its use is provided;
- (j) the name is identical to, or closely resembles, that of a name that has been reserved by the Registrar for use in connection with a proposed Limited Liability Partnership;
- (k) the name is identical to, or closely resembles, the name of a company or Limited Liability Partnership that has been dissolved, or has been struck off the Register of Companies or Register of Limited Liability Partnerships, or the entry of a business in the register of business names kept under the Registration of Business Names Act has been cancelled;
- (l) the name is such that there is reasonable possibility that it could offend members of a particular community or group;
or
- (m) the name includes the words “company secretary”, “chartered accountant”, “advocates” “medical practice” or other words that suggest that the business of a profession regulated by law is being carried on, unless a document executed by the body responsible for regulating the relevant profession and approving the use of the name is provided.

6. (1) The manner in which an application may be made under section 21 (2) (a) of the Act for the reservation of a name for a proposed Limited Liability Partnership is by lodging with the Registrar a form that conforms to Form LLP 3 set out in the First Schedule to these Regulations.

Manner in which application for reservation of name may be made.

(2) The manner in which an application may be made under section 21(2) (b) of the Act for the reservation of a name to which an

existing Limited Liability Partnership proposes to change is by lodging with the Registrar a form that conforms to Form LLP 4 set out in the First Schedule to these Regulations.

(3) The prescribed fee for the purposes of section 21 (3) of the Act is as set out in Second Schedule to these Regulations.

PART III—CONVERSION OF PARTNERSHIPS AND PRIVATE COMPANIES TO LIMITED LIABILITY PARTNERSHIPS

7. (1) A statement of particulars lodged under section 24 and the Second Schedule of the Act shall be in Form LLP 5 set out in the First Schedule to these Regulations.

Conversion from partnerships to limited liability partnerships

(2) The following documents shall be attached to the statement of particulars—

- (a) a copy of the Personal Identification Number certificate of all partners and managers;
- (b) a copy of the identity card or passport of all partners and managers.;
- (c) one passport size photograph of each partner and manager; and
- (d) a copy of the certificate of registration of the business name.

(3) The prescribed fee for the purposes of the Second Schedule of the Act shall be as set out in the Second Schedule to these Regulations.

(4) A certificate of registration of conversion from a partnership to a limited liability partnership shall be in Form LLP 6 set out in the First Schedule to these Regulations.

8. (1) A statement of particulars lodged under section 25 and the Third Schedule of the Act shall be in Form LLP 7 set out in the First Schedule to these Regulations.

Conversion from a limited company to limited liability partnership

(2) A statement shall be accompanied by—

- (a) the certified copy of the certificate of incorporation of the company;
- (b) an official list of shareholders from the Registrar of companies.
- (c) a copy of the Personal Identification Number certificate of each partner and manager.
- (d) a copy of the identity card or passport of each partner and manager; and
- (e) one passport size photograph of each partner and manager.

(3) The prescribed fee for the purposes of the Third Schedule of the Act shall be as set out in the Second Schedule to these Regulations.

(4) Subject to paragraph 4 of the Third Schedule to the Act, the Registrar shall issue a certificate of registration of conversion from a private company to limited liability partnership in Form LLP 8 set out in the First Schedule to these Regulations.

PART IV—MANAGEMENT OF LIMITED LIABILITY PARTNERSHIPS

9. (1) A statement of change of registered particulars lodged under section 33 (1) of the Act shall be in the Form LLP 9 set out in the First Schedule to these Regulations.

Changes to registered details of limited liability partnership to be lodged with Registrar

(2) For the purposes of section 33 (1) of the Act, the prescribed documents and other information shall include—

- (a) in the case of a partnership that wishes to change its name, a copy of the resolution of the partners changing the partnership name;
- (b) in the case of a partnership that has changed the nature of its business, a copy of the resolution of the partners changing the nature of its business;
- (c) in the case of a partner who has resigned, a copy of the notice of resignation;
- (d) in the case of a partner who has died, a copy of the partner's death certificate;
- (e) in the case of a partner who has changed his or her name, a copy of the deed poll, identification documents or certificate of incorporation; and
- (g) in the case of a partner who has been expelled from the partnership, a copy of the resolution of the other partners expelling the partner from the partnership and a copy of the provision of the partnership agreement authorising the expulsion of partners from the partnership.

10. A declaration of solvency or insolvency lodged under section 29 (1) of the Act shall be in the form LLP 10 set out in the First Schedule to these Regulations.

Declaration of Solvency or Insolvency

PART V—ELECTRONIC FILING OF DOCUMENTS

11. (1) A form, application, document or declaration to be filed or delivered to the Registrar under the Act or Regulations may be in electronic form and through a website maintained by the Registrar or any other government approved website.

Documents may be in electronic form

(2) The electronic filing under paragraph (1) shall be authenticated by authorized certifying agencies as provided under the Kenya Information and Communications Act.

Cap 411A

(3) All forms, applications, documents or declarations required under the Act or Regulations shall be executed by a partner or manager using a digital signature from a certified service provider as provided under the Kenya Information and Communications Act.

Cap 411A

(4) The Registrar shall set up and maintain an electronic registry where documents may be stored electronically and such registry shall be open for public inspection.

(5) Any document issued by the Registrar under the Act or these Regulations shall be through a valid digital signature.

FIRST SCHEDULE

FORMS

LLP1

r 3(2)

THE LIMITED LIABILITY PARTNERSHIP ACT, 2011

STATEMENT OF PARTICULARS

1. Name Of Partner.....
2. General Nature of Business.....
3. Proposed Registered office.....

(Plot no, name of building, name of street or road, town)

4. POSTAL ADDRESS.....PHONE/MOBILE NO.....

5. PARTICULARS OF PARTNERS

Full Name	ID Card No/Passport No (Attach Copies of ID/Passports)	Tel No & Postal Address	Nationality	Place & Date Of Incorporation (Incase of A Body Corporate)	Usual Place of Residence (House No, Road or Street Or Registered Office Incase of A Body Corporate)	Signature/ Authorised Signatures Incase of Body Corporate
1.						
2.						
3.						
4.						
5.						

PARTICULARS OF MANAGER(S)

Full Name	ID Card No/Passport No (Attach Copies of ID/Passports)	Tel No & Postal Address	Nationality	Place & Date Of Incorporation (Incase of A Body Corporate)	Usual Place of Residence (House No, Road or Street Or Registered Office Incase of A Body Corporate)	Signature/ Authorised Signatures Incase of Body Corporate
1.						
2.						
3.						
4.						
5.						

CONSENT TO ACT AS A MANAGER:

I/WE.....
whose particulars appear above hereby consent to act as manager(s) of
.....limited liability partnership pursuant to
section 27(2) (b) of the limited liability partnership Act.

LLP 2

r 3(7)

REPUBLIC OF KENYA



THE LIMITED LIABILITY PARTNERSHIP ACT, 2011

CERTIFICATE OF REGISTRATION OF A LIMITED LIABILITY PARTNERSHIP

I hereby certify thathaving
satisfied the requirements of sections 17 and 20 of the Limited Liability Partnership Act
is this day registered as a limited liability partnership. LLP/...../.....Given under
my hand at Nairobi this.....day of....., 20....

Registrar of Limited Liability Partnership

LLP 3

r 6(1)

APPLICATION FOR RESERVATION OF NAME: PROPOSED LIMITED LIABILITY PARTNERSHIP

Name(s) of proposed Limited Liability Partnership:

Name of the applicant:

Address of applicant:

Telephone number of applicant:

E-mail address of applicant (if any):

Signature of applicant:

Dated at this day of 20

LLP 4

r 6 (2)

APPLICATION FOR RESERVATION OF NAME: EXISTING LIMITED LIABILITY PARTNERSHIP

Name of existing Limited Liability Partnership.....
 Number of Limited Liability Partnership:
 Name(s) to which Limited Liability Partnership proposes to change:

 Name of the applicant:
 Address of applicant:
 Telephone number of applicant:
 E-mail address of applicant (if any):
 Signature of applicant.....
 Dated at this day of 20

LLP 5

r 7 (1)

THE LIMITED LIABILITY PARTNERSHIP ACT, 2011

STATEMENT OF PARTICULARS (CONVERSION FROM PARTNERSHIP TO LIMITED LIABILITY PARTNERSHIP)

1. Name and registration number of partnership.....
2. Date of registration of the partnership.....
3. Name of proposed limited liability partnership.....
4. General nature of business.....
5. Proposed physical address.....
 (*Plot no, name of building, name of street or road, town*)
6. Postal address.....Phone/mobile No.....
7. Particulars of partners

	Full Name	ID Card No/Passport No (Attach Copies of ID/Passports)	Tel No & Postal Address	Nationality	Place & Date Of Incorporation (Incase of A Body Corporate)	Usual Place of Residence (House No, Road or Street Or Registered Office Incase of A Body Corporate)	Signature/ Authorised Signatures Incase of Body Corporate
1							
2.							

	<i>Full Name</i>	<i>ID Card No/Passport No (Attach Copies of ID/Passports)</i>	<i>Tel No & Postal Address</i>	<i>Nationality</i>	<i>Place & Date Of Incorporation (Incuse of A Body Corporate)</i>	<i>Usual Place of Residence (House No, Road or Street Or Registered Office Incase of A Body Corporate)</i>	<i>Signature/ Authorised Signatures Incase of Body Corporate</i>
3.							
4.							
5.							
6.							
7.							
8.							
9.							
10.							

PARTICULARS OF MANAGER(S)

	<i>Full Name</i>	<i>ID Card No/Passport No (Attach Copies of ID/Passports)</i>	<i>Tel No & Postal Address</i>	<i>Nationality</i>	<i>Place & Date Of Incorporation (Incuse of A Body Corporate)</i>	<i>Usual Place of Residence (House No, Road or Street Or Registered Office Incase of A Body Corporate)</i>	<i>Signature/ Authorised Signatures Incase of Body Corporate</i>
1							
2							
3.							
4							
5.							
6.							
7.							
8							

CONSENT TO ACT AS A MANAGER

I/WE.....
 whose particulars appear above hereby consent to act as manager(s) of.....
limited liability partnership pursuant to section 27
 (2) (b) of the limited liability partnership act

REPUBLIC OF KENYA



THE LIMITED LIABILITY PARTNERSHIP ACT, 2011

CERTIFICATE OF REGISTRATION OF A LIMITED LIABILITY PARTNERSHIP

I hereby certify that
having satisfied the requirements of section 24 of the Limited Liability Partnership Act is
this day registered as a limited liability partnership. LLP/...../.....

Given under my hand at Nairobi this.....day of....., 20....

Registrar of Limited Liability Partnership

THE LIMITED LIABILITY PARTNERSHIPACT, 2011

STATEMENT OF PARTICULARS (CONVERSION FROM PRIVATE COMPANY TO LIMITED LIABILITY PARTNERSHIP)

1. Name and registration number of company.....
 2. Date of registration of the company.....
 3. Name of proposed limited liability partnership.....
 4. General nature of business
 5. Proposed physical address
- (Plot no, name of building, name of street or road, town)*
6. Postal address.....Phone/Mobile No.....

PARTICULARS OF PARTNERS

	<i>Full Name</i>	<i>ID Card No/Passport No (Attach Copies of ID/Passports)</i>	<i>Tel No & Postal Address</i>	<i>Nationality</i>	<i>Place & Date Of Incorporation (Incase of A Body Corporate)</i>	<i>Usual Place of Residence (House No, Road or Street Or Registered Office Incase of A Body Corporate)</i>	<i>Signature/ Authorised Signatures Incase of Body Corporate</i>
1							
2							
3							
4							
5							
6							
7							
8							
9							

7. PARTICULARS OF MANAGER (S)

	<i>Full Name</i>	<i>ID Card No/Passport No (Attach Copies of ID/Passports)</i>	<i>Tel No & Postal Address</i>	<i>Nationality</i>	<i>Place & Date Of Incorporation (Incase of A Body Corporate)</i>	<i>Usual Place of Residence (House No, Road or Street Or Registered Office Incase of A Body Corporate)</i>	<i>Signature/ Authorised Signatures Incase of Body Corporate</i>
1							
2							
3							
4							
5							
6							

CONSENT TO ACT AS A MANAGER:

I/We.....whose particulars appear above hereby consent to act as manager(s) of.....limited liability partnership pursuant to section 27(2) (b) of the limited liability partnership act

REPUBLIC OF KENYA



THE LIMITED LIABILITY PARTNERSHIP ACT, 2011

CERTIFICATE OF REGISTRATION OF CONVERSION TO A LIMITED LIABILITY PARTNERSHIP

I hereby certify that
having satisfied the requirements of section 25 of the of the Limited Liability Partnership Act is this day registered as a limited liability partnership LLP/...../.....
Given under my hand at Nairobi this..... day of....., 20.....

Registrar of Limited Liability Partnership

STATEMENT OF CHANGE OF PARTICULARS OF A LIMITED LIABILITY PARTNERSHIP

Name of the Limited Liability Partnership.....
Registration number of the Limited Liability Partnership.....
Physical and Postal Address of the Limited Liability Partnership.....
Presented by.....
Proposed changes.....
With effect from.....

.....
Name (partner/manager)

.....
Signature

Made at..... this..... day of.....20.....

LLP 10

r10

DECLARATION OF SOLVENCY OR INSOLVENCY

Name of Limited Liability Partnership

Registration number of the Limited Liability Partnership

Physical and Postal Address of the Limited Liability Partnership

Presented by

Declaration of solvency as at of 20

I being the
 Manager of Limited Liability Partnership do
 declare that I have made a full inquiry into this Limited Liability Partnership and have
 formed the opinion that the Limited Liability Partnership is/ is not able to pay its debts in
 full as at and when they become due in the ordinary cause of business.

.....
Name of Manager.....
Signature

Made at this Day of 20.....

SECOND SCHEDULE

<i>Section of the Substantive Act</i>	<i>Name of the Form</i>	<i>Fees</i>
Section 17 (3)	Statement of Particulars	25,000
Section 21 (2)	Name Search and Reservation	100
Section 24 and Schedule II para 1 & 2	Statement of Particulars (conversion from partnership to LLP)	25,000
Section 25 and Schedule III para 2 and 3	Statement of Particulars (conversion from private company to LLP)	25,000
Section 29 (1)	Declaration of Solvency or Insolvency	2,000
Section 31 (3) and Section 33 (1)	Statement of change of particulars of an LLP	2,000
	Resolution	2,000

Dated the 22nd August, 2014.

GITHU MUIGAI,
Attorney-General.





