



Jersey

LIMITED PARTNERSHIPS (JERSEY) AMENDMENT LAW 202-

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LIMITED PARTNERSHIPS (JERSEY) AMENDMENT LAW 202-

A LAW to amend the [Limited Partnerships \(Jersey\) Law 1994](#) to make provision for eligible foreign limited partnerships to continue in Jersey as limited partnerships and, in consequence, to repeal the [Limited Partnerships \(Continuance\) \(Jersey\) Regulations 2023](#).

Adopted by the States

22 January 2026

Sanctioned by Order of His Majesty in Council

[date to be inserted]

Registered by the Royal Court

[date to be inserted]

Coming into force

[date to be inserted]

THE STATES, subject to the sanction of His Most Excellent Majesty in Council, have adopted the following Law –

1 [Limited Partnerships \(Jersey\) Law 1994](#) amended

Articles 2 and 3 amend the [Limited Partnerships \(Jersey\) Law 1994](#).

2 Article 1 (interpretation) amended

In Article 1, at the end of the definition “limited partnership” there is inserted “or continued under Part 2A”.

3 Part 2A (eligible foreign limited partnerships may continue in Jersey) inserted

After Article 29 there is inserted –

PART 2A

ELIGIBLE FOREIGN LIMITED PARTNERSHIPS MAY CONTINUE IN JERSEY

29A Meaning of eligible foreign limited partnership

In this Part –

“eligible foreign limited partnership” means a partnership, without legal personality, formed under the law of a jurisdiction outside Jersey, with –

- (a) one or more partners who are liable for all the debts and obligations of the partnership; and
- (b) one or more partners whose liability for the debts and obligations of the partnership is limited.

29B Eligible foreign limited partnership may continue in Jersey

- (1) An eligible foreign limited partnership may continue as a limited partnership in Jersey under this Law if the law of the jurisdiction in which it is formed does not prohibit its continuance.
- (2) However, an eligible foreign limited partnership is disqualified from continuing as a limited partnership in Jersey if –
 - (a) it is being wound up;
 - (b) a receiver or equivalent person has been appointed in relation to any of its assets;
 - (c) an application has been made to a court in another jurisdiction for its winding up or for it to be subject to equivalent insolvency proceedings, and that application has not been determined; or
 - (d) it has been deregistered in the jurisdiction in which it is registered for a purpose other than continuing as a limited partnership in Jersey under this Law.

29C Application to continue as a limited partnership in Jersey

- (1) An application for an eligible foreign limited partnership to continue as a limited partnership in Jersey must be provided to the Commission in an approved form and accompanied by –
 - (a) a copy of its certificate of formation certified, in an approved form, to be a true copy, or another document that evidences its formation;
 - (b) a statement naming and signed by the general partner stating that the eligible foreign limited partnership –
 - (i) is solvent;
 - (ii) has applied to the Commission for its consent to the creation of interests under the limited partnership under Article 10 of the Control of Borrowing (Jersey) Order 1958;
 - (iii) has delivered to the registrar a declaration that complies with Article 4(2) and (3); and
 - (iv) is not to have legal personality on its continuance in Jersey; and
 - (c) other documents or information as the Commission may require in respect of the application.
- (2) The application must also be accompanied by evidence, satisfactory to the Commission, of the following –
 - (a) that the application to continue has been approved by the general partner; and

- (b) if the law of the jurisdiction under which the eligible foreign limited partnership is or was formed requires an authorisation to continue as a limited partnership in Jersey, that the eligible foreign limited partnership has obtained that authorisation.
- (3) If the evidence required by paragraph (2)(b) cannot be produced, then the Commission may rely on a statement signed by the general partner that the matters mentioned in that paragraph have occurred.
- (4) In this Article, “approved form” means a form approved by the Commission.

29D Determination of application to continue

- (1) The Commission may grant an application for an eligible foreign limited partnership to continue as a limited partnership under this Law if the Commission –
 - (a) is satisfied that the requirements of Articles 29B and 29C have been met; and
 - (b) has consented to the creation of interests under the limited partnership under Article 10 of the [Control of Borrowing \(Jersey\) Order 1958](#).
- (2) If an application is granted, the Commission must inform the registrar as soon as practicable and deliver to the registrar the documents that accompanied the application.
- (3) The Commission must inform the applicant of its decision as soon as practicable after it has made its determination.
- (4) If the Commission determines to refuse the application, the Commission must, no later than 14 days after informing the applicant of its decision, provide the applicant with a statement in writing of the reasons for the refusal.
- (5) The Commission may, if it is of the opinion that it would be contrary to the public interest to register the eligible foreign limited partnership as a limited partnership under this Law, refuse the application.
- (6) An applicant may appeal to the Court, by the time limit specified in paragraph (7), against a refusal of its application on the ground that the decision of the Commission was unreasonable having regard to all of the circumstances of the case.
- (7) The time limit for an appeal is no later than 28 days after the applicant receives the Commission’s statement of reasons under paragraph (4).
- (8) On hearing the appeal, the Court –
 - (a) may confirm or reverse the decision of the Commission; and
 - (b) may make an order as to the costs of the appeal as it thinks appropriate.

29E Issue of certificate of continuance

- (1) The registrar must not register the declaration of an eligible foreign limited partnership as a limited partnership under Article 4 unless the registrar has received the documents from the Commission under Article 29D(2).
- (2) When the registrar registers the eligible foreign limited partnership as a limited partnership under this Law, the registrar must also –

- (a) register the documents received from the Commission under Article 29D(2);
- (b) issue a certificate of continuance to the eligible foreign limited partnership; and
- (c) send a copy of the certificate to the appropriate official or public body in the other jurisdiction under which the eligible foreign limited partnership is or was formed.

(3) A certificate of continuance issued to an eligible foreign limited partnership under paragraph (2) is conclusive evidence that –

- (a) the eligible foreign limited partnership has complied with Articles 29B and 29C; and
- (b) the eligible foreign limited partnership has continued as a limited partnership under this Law under the name specified in the application from the date specified in the certificate of continuance.

(4) A certificate of continuance issued under this Article must be signed by the registrar and sealed with the registrar's seal.

(5) For the purpose of Article 10(1) of the [Control of Borrowing \(Jersey\) Order 1958](#), the partnership interests and any other interests under the eligible foreign limited partnership in existence immediately before the certificate of continuance is issued to the limited partnership are taken to have been created on the date specified in the certificate of continuance.

29F Effect of continuance

- (1) On and from the day that a certificate of continuance is issued to an eligible foreign limited partnership under Article 29E –
 - (a) the limited partnership is not to be treated as a partnership formed under the laws of a jurisdiction outside Jersey; and
 - (b) all assets and other property (including all choses in action and any right to make capital calls of the limited partnership) previously held or deemed to be held or acquired by or on behalf of the eligible foreign limited partnership are taken to be the property of the limited partnership held under Article 11(2).
- (2) The continuance of the limited partnership does not –
 - (a) create a new limited partnership;
 - (b) affect any partnership interest;
 - (c) affect an act done before the continuance; or
 - (d) affect the rights, powers, authorities, functions or obligations of the eligible foreign limited partnership, any partner or any other person before the continuance.
- (3) Without limiting paragraphs (1) or (2) –
 - (a) no conviction, judgment, ruling, order, claim, debt or liability due or to become due, and no cause existing, in favour of or against the eligible foreign limited partnership or in favour of or against any partner or other person in relation to it, is to be affected by its continuance as a limited partnership under this Law; and

(b) no proceedings, whether civil or criminal, pending at the time of the issue of a certificate of continuance by or against the eligible foreign limited partnership or any partner or other person in relation to it, are to be abated or discontinued by its continuance as a limited partnership under this Law, but the proceedings may be enforced, prosecuted, settled or compromised by or against the limited partnership or by or against the partner or other person.

4 **Limited Partnerships (Continuance) (Jersey) Regulations 2023** repealed

The Limited Partnerships (Continuance) (Jersey) Regulations 2023 are repealed.

5 **Citation and commencement**

This Law may be cited as the Limited Partnerships (Jersey) Amendment Law 202- and comes into force 7 days after it is registered.