

Reference is made to the above subject matter.

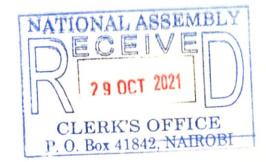
Please find forwarded herewith the Partnerships (Limited Partnerships) Regulations, 2021 which were published on the 22nd October 2021 together with an explanatory memorandum for your further kind action.

P. Kihara Kariuki ATTORNEY GENERAL

Copy to:

Mr. Kennedy Ogeto, CBS SOLICITOR GENERAL

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EXPLANATORY MEMORANDUM TO THE PARTNERSHIPS (LIMITED PARTNERSHIPS)

REGULATIONS, 2021 THE NATIONAL ASSEMBLY PADDDC I AID Name of the Statutory The Partnerships (Limited Partnerships) Regulations, Name of the Parent Act: CTHE Pantnerships Act,

Enacted Pursuant to:

Section 76(1) of LN. NO.16 of 2012

Name of the Ministry/ Office of the Attorney General and Department of

Department: Justice, Business Registration Service

Gazetted on: 22nd October, 2021

PART II

PART I

Instrument:

1. POLICY BACKGROUND

The Partnerships Act, No. 16 of 2012, an Act of Parliament to provide for Partnerships and related purposes was assented to on 15th June, 2012 and was commence by w notice on the Gazette. Section 1 of the Act provides that the Act shall cc operation on such a date as the Minister, by Notice in the Gazette, app commencement of the Act was delayed pending preparation of the Regulat would dictate how the provisions of the Act are to be applied including Forms and Fees for effective implementation of the Act.





1.LEGISLATIVE CONTEXT

The Partnerships Act, 2012 empowers the Attorney General to make Regulations necessary or convenient for carrying out or giving effect to the Act. The Partnerships (Limited Partnerships) Regulations, 2021 are therefore issued to give effect to the Act.

2.THE PURPOSE OF THE PARTNERSHIPS (LIMITED PARTNERSHIPS) **REGULATIONS**, 2021

The purpose of these Regulations is to provide for the proper conduct of the business in the registration of Limited Partnerships as well as prescribe fees and forms for effective implementation of the Act.

'mited partnership is required to have both general partners and limited partners.

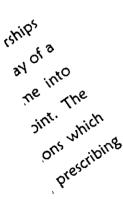
I partners have unlimited liability and have full management control of the limited partners on the other hand are not engaged in management of the and their liability is limited to the extent of their contribution in the Limited

egistered under the Partnerships Act are usually a type of

I as investment vehicle for establishing private equity funds. Partnerships Act, 2012 is therefore an instrumental reform that of this entity type.

oplication of the Act in relation to registration, d Partnerships.

> blic participation in compliance with the comments from various stakeholders by



writing to them directly and by advertisement in MyGov issue No. 7/2020/2021 dated 18th August, 2020. Adhering to COVID 19 protocols, the Service undertook virtual workshops in the bid to obtain stakeholder comments.

The Attorney General in developing the Regulations has received input from the Director General, BRS and the Registrar of Companies who is charged with the mandate to implement the Partnerships Act. The other key stakeholders are the Board of Directors BRS, Public Sector Agencies, a Private Sector Institutions, Strategic Donor, General Public, Media and Professional Bodies. Of the above the Institute of Certified Public Secretaries of Kenya, Kenya Law Reform Commission, Strategic Donors, Law Society of Kenya, Micro and Small Enterprise Authority (MSEA) gave their invaluable input on the same.

Lastly the Office through the <u>www.brs.go.ke</u> published the Regulations for comments by the users of the Companies' Registry.

4. Guidance

The Business Registration Service will sensitize its officers for adherence to the objectives of accountability and efficiency in the management of the Registry. The Service will also continuously engage the Law Society of Kenya and the company secretaries as well as key stakeholders whose participation and cooperation remains instrumental in ensuring compliance on the company's side and in the successful implementation of the key aspects of the Partnerships Act and the Regulations.

5. Review of the Regulations

The Director General shall monitor the application of the Partnerships (Limited Partnerships) Regulations, 2021. This will be done through the reports prepared at regular intervals. In addition, the implementers of the Regulations will carry out regular

EXPLANATORY MEMORANDUM TO THE PARTNERSHIPS (LIMITED PARTNERSHIPS) REGULATIONS, 2021

monitoring and evaluation of the specific provisions of these Regulations with the aim of initiating any legislative amendments as may be necessary on an annual basis.

6. Contact Person

The contact person at the Business Registration Service is Mr. Kenneth Gathuma, Director General, and Ms. Joyce Koech, Registrar of Companies.



SPECIAL ISSUE

Kenya Gazette Supplement No. 1

LEGAL NOTICE No. 212

THE PRIVILEGES AND IMMUNITIES ACT

(Cap. 179)

IN EXERCISE of the powers conferred by section 9 of the Privileges and Immunities Act, the Cabinet Secretary for Foreign Affairs makes the following Order-

THE PRIVILEGES AND IMMUNITIES (WORLD CUSTOMS ORGANISATION) ORDER, 2021

- 1. This Order may be cited as the Privileges and Immunities (Trade Mark East Africa) Order, 2021.
- 2. The World Customs Organisation, in this Order, referred to as "the Organisation", being an international organisation of which the Government of the Republic of Kenya and other Governments are members, is declared to be an organisation to which section 9 of the Act shall apply.
- 3. The Organisation shall have the legal capacity of a body corporate and, in its corporate capacity, to-
 - (a) enter into contracts;
 - (b) institute and defend legal proceedings; and
 - (c) acquire, hold and dispose of movable and immovable property in accordance with the Laws of Kenya.
- 4. The Organisation shall have the privileges and immunities specified in Part I of the Fourth Schedule to the Act:

Provided that-

- (a) immunity from legal processes shall not apply in the case of commercial disputes, labour disputes or where immunity has been waived by the Fund;
- (b) tax exemption shall not extend to the owner or lessor of any movable or immovable property rented by the Fund; and
- tax exemption shall not extend to the charges for public utility services, business and investment income, and indirect taxes which constitute part of the cost of goods purchased or services rendered.
- 5. Any person who is an official of the Organisation shall, while sojourning to, through and from Kenya and performing duties in the service of the Fund, have the privileges and immunities specified in paragraphs 2, 3, 4, 5, 6 and 7 of Part III of the Fourth Schedule to the Act:

Provided that the provisions of this paragraph shall not apply to citizens of Kenya or to any person who is ordinarily resident in Kenya except solely for the purpose of being an employee of, and working exclusively for, the Organisation.

Made on the 15th September, 2021.

RAYCHELLE OMAMO, Cabinet Secretary for Foreign Affairs. LEGAL NOTICE No. 214

THE PRIVILEGES AND IMMUNITIES ACT

(Cap. 179)

IN EXERCISE of the powers conferred by section 9 of the Privileges and Immunities Act, the Cabinet Secretary for Foreign Affairs makes the following Order—

THE PRIVILEGES AND IMMUNITIES (GLOBAL FUND TO FIGHT AIDS, TUBERCULOSIS AND MALARIA) ORDER, 2021

- 1. This Order may be cited as the Privileges and Immunities (Global Fund to Fight AIDS, Tuberculosis and Malaria) Order, 2021.
- 2. The Global Fund to Fight AIDS, Tuberculosis and Malaria, in this Order, referred to as "the Fund", being an international humanitarian non-profit organization, with which the Government has entered into an agreement for co-operation, is declared to be an organization to which section 11 of the Act shall apply.
- 3. The Fund shall have the legal capacity of a body corporate and, in its corporate capacity, to— $\,$
 - (a) enter into contracts;
 - (b) institute and defend legal proceedings; and
 - (c) acquire, hold and dispose of movable and immovable property in accordance with the Laws of Kenya.
- 4. The Fund shall have the privileges and immunities specified in Part I of the Fourth Schedule to the Act:

Provided that -

- (a) immunity from legal processes shall not apply in the case of commercial disputes, labour disputes or where immunity has been waived by the Fund;
- (b) tax exemption shall not extend to the owner or lessor of any movable or immovable property rented by the Fund; and
- (c) tax exemption shall not extend to the charges for public utility services, business and investment income, and indirect taxes which constitute part of the cost of goods purchased or services rendered.
- 5. Any person who is an official of the Fund shall, while sojourning to, through and from Kenya and performing duties in the service of the Fund, have the privileges and immunities specified in paragraphs 2, 3, 4, 5, 6 and 7 of Part III of the Fourth Schedule to the Act:

Provided that the provisions of this paragraph shall not apply to citizens of Kenya or to any person who is ordinarily resident in Kenya except solely for the purpose of being an employee of, and working exclusively for, the Fund.

Made on the 15th September, 2021.

RAYCHELLE OMAMO, Cabinet Secretary for Foreign Affairs.

LEGAL NOTICE No. 215

THE PRIVILEGES AND IMMUNITIES ACT

(Cap. 179)

IN EXERCISE of the powers conferred by section 9 of the Privileges and Immunities Act, the Cabinet Secretary for Foreign Affairs makes the following Order—

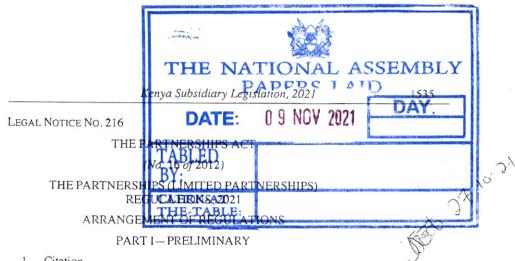
THE PRIVILEGES AND IMMUNITIES (PTA REINSURANCE COMPANY (ZEP-RE)) ORDER, 2021

- 1. This Order may be cited as the Privileges and Immunities (PTA Reinsurance Company (ZEP- RE)) Order, 2021.
- 2. The PTA Reinsurance Company (ZEP RE) in this Order referred to as "the Company", being a regional reinsurance company established in 1990 under an agreement subscribed to by the Government of Kenya and other Governments, is hereby declared to be an organization to which section 9 of the Act shall apply.
 - 3. The Company shall have the legal capacity of a body corporate to—
 - (a) enter into contracts;
 - (b) institute and defend legal proceedings; and
 - (c) acquire, hold or dispose of movable and immovable property in accordance with the laws of the Republic of Kenya.
- The Company shall have the privileges and immunities set out in Part I of the Fourth Schedule to the Act.
- 5. The director, officials and staff of the Company shall, while residing in Kenya and performing duties in the service of the Organization, have the privileges and immunities set out in Part III of the Fourth Schedule to the Act:

Provided that the provisions of this paragraph shall not apply to a citizen of Kenya who is locally recruited as a director, official or staff of the company.

Made on the 16th September, 2021.

RAYCHELLE OMAMO, Cabinet Secretary, Ministry of Foreign Affairs.



- 1. Citation.
- 2. Interpretation.

PART II—REGISTRATION OF PARTNERSHIPS

- 3. Reservation of name.
- 4. Application for registration.

PART III — MANAGEMENT OF PARTNERSHIPS

- 5. Change of name.
- Change of registered office. 6.
- Registration of new partner. 7.
- Cessation of a partner. 8.
- 9. Change of particulars.

PART IV-MISCELLANEOUS

- 10. Electronic filing of documents.
- 11. Fees.
- 12. Revocation of L.N. No. 94 OF 2021.

SCHEDULES

FIRST SCHEDULE-FORMS

SECOND SCHEDULE-FEES

THE PARTNERSHIPS ACT

(No. 16 of 2012)

IN EXERCISE of the powers conferred by section 76(1) of the Partnerships Act, 2012, the Attorney-General makes the following Regulations—

THE PARTNERSHIPS (LIMITED PARTNERSHIPS) REGULATIONS, 2021

PART I-PRELIMINARY

1. These Regulations may be cited as the Partnerships (Limited Partnerships) Regulations, 2021.

Citation.

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

Interpretation.

"Act" means the Partnerships Act, 2012; and

No. 16 of 2012.

"Registrar" means the Registrar of Companies.

PART II - REGISTRATION OF LIMITED PARTNERSHIPS

3. A person seeking to reserve a name pending the registration of a limited partnership or the change of the name of a limited partnership shall make an application to the Registrar in Form PA 1 set out in the First Schedule and pay the fees set out in the Second Schedule.

Reservation of name.

4. (1) An application for registration of a limited partnership shall be — $\,$

Application for

- (a) lodged with the Registrar together with a statement of particulars prepared in accordance with section 68 of the Act;
- (b) in Form PA 2 set out in the First Schedule;
- (c) accompanied by the fee set out in the Second Schedule; and
- (d) accompanied by the documents specified under paragraph (2).
- (2) The documents under paragraph (1)(d) shall include—
- (a) in the case of a partner who is a Kenyan citizen -
 - a copy of the partner's personal identification number certificate; and
 - (ii) the partner's passport size photograph;
- (b) in the case of a partner who is not a Kenyan citizen-
 - (i) a copy of the partner's passport; and
 - (ii) the partner's passport size photograph;
- (c) in the case of a partner who is not a Kenyan citizen but is a resident in Kenya—

- a copy of partner's foreign national registration certificate card; and
- (ii) one passport size photograph of the partner;
- (d) in the case of a partner that is a Kenyan body corporate, a copy of the certificate of incorporation or certificate of registration and its personal identification number certificate;
- (e) in the case of a partner that is a non-Kenyan body corporate, a copy of the certificate of incorporation or certificate of registration, duly notarised by a notary public from the country or territory of incorporation.
- (3) The Registrar shall, if satisfied that an application for registration complies with the requirements of this regulation, register the limited partnership and issue a Certificate of Registration of a limited partnership to the applicant in Form PA 3 set out in the First Schedule.

PART III — REGISTRATION OF CHANGE IN A LIMITED PARTNERSHIP

- 5. (1) Where a limited partnership seeks to change its name, the general partner of the partnership or a person authorised by the partnership shall lodge with the Registrar a notice of the proposed change in Form PA 4 set out in the First Schedule and shall pay the fees set out in the Second Schedule.
- Change of name.
- (2) The notice under paragraph (1) shall be accompanied by a written consent of the partners.
- (3) The Registrar shall, if satisfied that the new name complies with the requirements of this Act, amend the Register to record the change of name and issue a Certificate of Change of name to the partnership in Form PA 5 set out in the First Schedule.
- 6. (1) Where a limited partnership seeks to change its registered office address, the general partner or a person authorised by the partnership shall lodge with the Registrar a notice of change of registered office in Form PA 6 set out in the First Schedule and pay the fees set out in the Second Schedule.

Change of registered office.

- (2) Upon receipt of the notice under paragraph (1), the Registrar shall record the change of registered office in accordance with the provisions of the Fifth Schedule to the Act.
- 7. (1) Where a person seeks to be a partner in an existing limited partnership, the general partner of the partnership shall lodge with the Registrar a notice of a proposed new partner in Form PA 7 set out in the First Schedule and pay the fees set out in the Second Schedule.
 - (2) The notice under paragraph (1) shall be accompanied by-
 - (a) in the case of a partner who is a Kenyan citizen -
 - a copy of the partner's personal identification number certificate; and

Registration of a new partner.

- (ii) the partner's passport size photograph;
- (b) in the case of a partner who is not a Kenyan citizen -
 - (i) a copy of the partner's passport; and
 - (ii) the partner's passport size photograph;
- (c) in the case of a partner who is not a Kenyan citizen but is a resident in Kenya—
 - a copy of the partner's foreign national registration certificate card; and
 - (ii) the partner's passport size photograph;
- (d) in the case of a Kenyan body corporate partner, a copy of the certificate of incorporation or certificate of registration and its personal identification number certificate; or
- (e) in the case of a non-Kenyan body corporate partner, a copy of the certificate of incorporation or certificate of registration, duly notarized by a notary public from the country or territory of incorporation.
- (3) Upon receipt of the notice under paragraph (1), the Registrar shall register the proposed partner in accordance with the provisions of the Fifth Schedule to the Act.
- 8. (1) Where a partner ceases to be a partner in a limited partnership, the general partner of the limited Partnership or a person authorised by the partnership, shall lodge with the Registrar a notice of cessation of a partner in Form PA 8 set out in the First Schedule and shall pay the fees set out in the Second Schedule.

Cessation of a partner.

- (2) Upon receipt of the notice under paragraph (1), the Registrar shall amend the register to record the change in accordance with the provisions of the Fifth Schedule to the Act.
- 9. (1) Where a relevant event as provided under paragraph 5 (d) (e) and (f) of the Fifth Schedule to the Act occurs in a limited partnership, the general partner of the limited partnership shall lodge with the Registrar a notice of change of particulars in Form PA 9 set out in the First Schedule.

Change in

(2) Upon receipt of the notice under paragraph (1), the Registrar shall amend the register to record the change in accordance with the provisions of the Fifth Schedule to the Act.

PART IV - MISCELLANEOUS

10. (I) A form, application or document to be filed or delivered to the Registrar under the Act or these Regulations may be filed or delivered in electronic form.

Electronic filing

- (2) The Registrar shall set up and maintain an electronic registry where documents may be electronically stored and such registry shall be open for public inspection.
- (3) A person who intends to conduct a search of the electronic registry maintained under paragraph (2) shall submit a search request to

the Registrar in Form PA 10 set out in the First Schedule and pay the fee set out in the Second Schedule.

- 11. The fees payable under these Regulations shall be as Fees. provided in the Second Schedule.
 - 12. The Partnerships (Limited Partnerships) Regulations, 2021.

Revocation of L.N. No. 94 of 2021.

FIRST SCHEDULE

FORMS

FORM PA	. 1						(7.5
APPLIC	CATION FOR	RESERV		F A PROPOS ERSHIP	SED NAME	EOFAL	IMITED
Name(s) of	f a proposed I	imited Pa	rtnership:				
Name of a	pplicant:						
Address of	applicant:						
Telephone	number of ap	plicant:					
E-mail add	ress of applic	ant:					
	of applicant:						
Dated at	······································	this	day of		20		
FORM PA	-						(r. 4(1)
APF	PLICATION A	AND STA		OF PARTIC ERSHIP	ULARS OF	A LIMI	TED
1. Name of	Limited Part	nership					
	Nature of Bus	•					
3. Date of	Formation (if	a General	Partnershi	p)			
4. Duration	of the Partne	rship					
5. Propose	d Registered o	office					
(Plot no, no	ame of buildir	ıg, name o	f street or	road, town)			
6. Postal A	ddress			Phone/Mobil	e No		
	PA	RTICUL	ARS OF L	IMITED PAI	RTNER(S)		
Full name	ID Card Nol Passport No (attach copies of ID/passport)	Tel no & postal address	Nationality	Place & date of incorporation (in case of a body corporate)	Usual place of residence (house no, road or street or registered office in case of a body corporate)	capital contributi on of each	Authorised
1.							
2.							
3.							
4.							
5							

PARTICULARS OF GENERAL PARTNER(S)

Full name	ID card no/passport no (attach copies of id/passports)		Place & date of incorporation (in case of a body corporate)	residence (house no.	Amount of capital contributio n of each partner	Signature/ authorised signatures
				office in case of a body corporate)	parmer	
1.						
2.						
3.						
4.						
5.						

4.							
5.							
CONSE	NT TO ACT	AS A GENE	RAL PAR	TNER:			
above he	ereby consent eartnership pur	to act as ger	neral partne	er(s) of			rs appear
FORM P	PA3						(r.4(3))
(CERTIFICAT	E OF REGI	STRATIO	N OF A LIM	ITED PART	NERSHI	P
requirem	BY CERTIFY ents of section Partnership.	that n 69 (1) of t	he Partner	ships Act, 20	, 1 12 is on this	naving sat day regis	isfied the tered as a
Given un	der my hand	at Nairobi tl	is	day of	,	20	
		-	Registrar	r of Companie	 ?s		
FORM P	A 4					((r.5(1))
	NOTICE OF	CHANGE	OF NAME	E OF A LIMI	TED PARTI	NERSHIP	
To: The l	Registrar of C	ompanies					
business	aship) under	the Partner	ships Act		hes to cha	ne of the	name to
Name) w	ith effect from	1			•		1
	eneral partner						
Made at .		this	. day of	2	0		
CONSEN	NT OF PARTI	NER(S):					
/WF the	partner(s) of						Limited

Partnership hereby consent to the change of name of the said Partnership to Limited Partnership pursuant to Paragraph I (2)(c) of the Fifth Schedule of the Partnerships Act, 2012.

	Full Name	Signature/Authorised signatures in case of a body corporate
1.		
2.		
3.		
4.		
5.		

FORM PA5 (r.5(3))

CERTIFICATE OF REGISTRATION OF A CHANGE OF NAME OF A LIMITED PARTNERSHIP

I HEREBY CERTIFY that a change of name has on this day been effected in the Register of Partnerships from
Given under my hand at Nairobi this day of
Registrar of Companies
FORM PA 6 $(r.6(1))$ NOTICE OF CHANGE OF REGISTERED OFFICE OF A LIMITED PARTNERSHIP
To: The Registrar of Companies
NOTICE IS HEREBY GIVEN that the partnership registered and carrying on business asunder the Partnerships Act, 2012 wishes to change its registered office address fromto
Name (general partner)

			Kenya S	ubsidiary Le	gislation,	2021		1543
1	FORMPA7	N	OTICE O	F PROPOSE	D NEW F	PARTN	VER	(r.7(1))
То: Т	he Registrar	of Com	panies					
TON	ICE IS HER	EBY G	VEN for	the appointm	ent of the	follow	ving as a partr	ner
								the limite
partr							on 57(1) of the	
		PAI	RTICULA	RS OF LIMI	TED PAI	RTNEI	R(S)	
Full name	Id card no/passport no (attach copies of id/passports)			y Place & date of of incorporation (in case of a body corporate)	of residence		unt of capital ibution of each partner	Signature/ authorised signatures in case of a body corporate
1.								
2.								
3.								
4.								
5. PAR	TICULARS	OF GEN	VERAL P	ARTNER(S)		L		
Full name	ID card			Place & date of incorporation (in case of a body corporate	f Usual pl residence no, road d	(house or street stered ase of a	Amount of capital contribution of each partner	Signature/ Authorised Signatures
1.					 			
2.								
3.								
4.								
5.								
Vame	e (general pa	rtner)			Sign	nature.		
Dated	l at	this		day of		, 20		
			CONS	SENT OF PA	RTNER(S)		
onse Nam name	nt to the e of the Par	appoint tner) rship) p	ment of.	as a lir	nited par	tner in	mited Partner	· · · · · · · · · · · · · · · · · · ·

	Full name	ID card not Passport No (attach copies of idtpassports)	Tel No & Postal Address	Nationality	Usual place of residence (house na, road or street or registered office in case of a body corporate)	signatures in case of a
1.						
2.						
3.						
4.						
5.						

FORM PA 8

(r.8 (1))

NOTICE OF CESSATION OF A PARTNER

To: The Registrar of Companies
NOTICE IS HEREBY GIVEN that
Name (general partner) Signature
DATED atday of
FORM PA 9 (r.9(1))
NOTICE OF CHANGE OF PARTICULARS OF A LIMITED PARTNERSHIP
To: The Registrar of Companies
NOTICE IS HEREBY GIVEN that the following changes have occurred in relation to the Limited Partnership
Name (general partner) Signature
Made at this day of

FORMPA 10	SEARCH REQUEST	(r.11(3),
Name of the Limited Partnership:		
Registration number of the Limite	d Partnership:	
Presented by:		
Signature:		
Made at this	. day of 20	

SECOND SCHEDULE

FEES (r. 3, r. 4(1)(b), r. 5(1), r. 6(1), r. 7(1), r. 8(1), r. 10(3), r. 11)

Section	Form	Fees
		(KSh.)
Section 65	Application for reservation of name of proposed limited partnership	100
Section 68	Application and statement of particulars of a limited partnership	25,000
Section 70 and Fifth Schedule paragraph I	Notice of proposed change of name of a limited partnership	1,500
Section 70 and Fifth Schedule paragraph 2	Notice of change of registered office of a limited partnership	500
Section 70 and Fifth Schedule paragraph 3	Notice of registration of a new limited	500
Section 70 and Fifth Schedule paragraph 4	Notice of cessation of a limited partner	500
Section 70 and Fifth Schedule paragraph 5	Notice of change of particulars	2,000
Regulation 11	Request for search	600

Made on the 21st September, 2021.

P. KIHARA KARIUKI, Attorney-General.

