



BELIZE

**LIMITED LIABILITY PARTNERSHIPS ACT
CHAPTER 258**

REVISED EDITION 2003
SHOWING THE SUBSIDIARY LAWS AS AT 31ST OCTOBER, 2003

This is a revised edition of the Subsidiary Laws, prepared by the Law Revision Commissioner under the authority of the Law Revision Act, Chapter 3 of the Substantive Laws of Belize, Revised Edition 2000.

ARRANGEMENT OF SUBSIDIARY LAWS



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CHAPTER 258

LIMITED LIABILITY PARTNERSHIPS ACT
(COMMENCEMENT) ORDER

ARRANGEMENT OF PARAGRAPHS

1. Short title.

 2. Commencement of Chapter 258.
-

CHAPTER 258

71 of 1999.
Act 13 of 1999.

LIMITED LIABILITY PARTNERSHIPS ACT
(COMMENCEMENT) ORDER
(Section 48)

[26th June, 1999.]

Short title.

1. This Order may be cited as the

LIMITED LIABILITY PARTNERSHIPS ACT
(COMMENCEMENT) ORDER.

Commencement
of Chapter 258.

2. In exercise of the powers conferred upon me by section 48 (1) of the Limited Liability Partnerships Act **I, RALPH FONSECA**, Minister responsible for Offshore Industry, do hereby appoint the 1st day of July, 1999, as the day on which the said Act shall come into force.

MADE by the Minister responsible for Offshore Industry this 17th day of June, 1999.

(RALPH FONSECA)

Minister responsible for Offshore Industry

CHAPTER 258

**LIMITED LIABILITY PARTNERSHIPS
(REGISTRATION AND FEES) ORDER**

ARRANGEMENT OF PARAGRAPHS

**PART I
PRELIMINARY**

1. Short title.
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SCHEDULE

CHAPTER 258

2 of 2000.
Act 13 of 1999.

LIMITED LIABILITY PARTNERSHIPS
(REGISTRATION AND FEES) ORDER
(Sections 17, 36, 37 and 46)

[8th January, 2000.]

PART I
PRELIMINARY

- Short title. 1. This Order may be cited as the
- LIMITED LIABILITY PARTNERSHIPS
(REGISTRATION AND FEES) ORDER.**
- Interpretation.
CAP.258. 2. (1) In this Order, unless the context otherwise requires “the Act” means the Limited Liability Partnerships Act.
- (2) A word or phrase used in this Order but not specifically defined herein shall have the meaning assigned to it in the Act if it is defined in the Act.

PART II
THE REGISTRAR AND THE FUNCTIONS OF THE
REGISTRAR

- Appointment of
Registrar. 3. (1) Pursuant to section 36 (1) of the Act, the Registrar of Limited Liability Partnerships shall be the Solicitor General.
- (2) Until such time as a seal of office is prepared for the Registrar, the seal currently used by office of the Solicitor General in the authentication of documents shall be used by the Registrar for the purposes of the Act.

(3) Any functions of the Registrar as provided under the Act or under this Order may, to the extent authorised by him, be exercised by the Deputy Registrar or any other member of staff of his office.

4. (1) Any person desirous of registering a limited liability partnership shall make written application to the Registrar.

Functions of the Registrar:
Receipt of Declarations.

(2) The application shall be in the form of a declaration and shall contain the following:-

- (a) a statement that the person making or on whose behalf the application is made is a person to whom section 3(2) of the Act, applies;
- (b) the proposed name of the limited liability partnership, such name to have at its end the words "Limited Liability Partnership" or the abbreviations "LLP" or "L.L.P.";
- (c) the intended address in Belize of the registered office of the limited liability partnership;
- (d) the name, home and business address and occupation of each person who is to be a partner in the limited liability partnership;
- (e) the address of service of each person who is to be a partner in the limited liability partnership;
- (f) the name of the designated partner;
- (g) the date on which it is proposed that registration of the limited liability partnership should take effect.

- (3) The declaration shall be accompanied by the following documents:-
- (a) a declaration on oath by each natural person who is to be a partner in the limited liability partnership that he has not, for the previous three years preceding the application, been convicted of any offence involving dishonesty, dealing in illegal drugs or money laundering, whether in Belize or elsewhere;
 - (b) a declaration on oath by a Director, Manager or other similar official (where the person to be a partner in the limited liability partnership is a legal person) stating that the actual (but not normal) directors, shareholders and/or partners of the legal person have not been convicted of the offences referred to in paragraph (a) above, within the period specified therein, in Belize or elsewhere;
 - (c) the Memorandum and Article of Association, or the Partnership Agreement, if the person submitting the declaration under paragraph (b) above is doing so on behalf of a company or, as the case may be, a partnership;
 - (d) particulars of each person not referred to in paragraphs (a) to (c) above who has any financial interest, direct or indirect, in the application;
 - (e) particulars of the person who will be in charge of the registered office in Belize, including details of the information required under paragraph (a) above;

- (f) a declaration by the person who is to be the designated partner of the limited liability stating that he will comply with the requirements of sections 8, 9, 10, 11, 18, 19, 23 and 32 of the Act;
- (g) a copy of the Partnership Agreement.

(4) Every application shall be submitted in duplicate. The Registrar shall retain the original and the copy thereof, duly sealed with the Seal of the Registrar, shall be returned to the applicant.

5. (1) Upon receipt of the declaration and the accompanying documents submitted to him under Order 4 above, the Registrar shall:-

Determination of application by Registrar.

- (a) examine the declaration to satisfy himself that:-
 - (i) the person making or on whose behalf the declaration is made, falls under section 3(2) of the Act;
 - (ii) the declaration complies with the requirements of the Act and this Order;
 - (iii) the documents accompanying the declaration comply with the requirements of this Order;
 - (iv) the specified sum of US\$250,000 referred to in section 7(9) of the Act has been paid; and
 - (v) the name to be registered in respect of the limited liability partnership is, in his opinion, not misleading or in any way undesirable;

and

- (b) register the limited liability partnership in the Register if the requirements of paragraph (a) above are met.

Schedule. (2) The Certificate of Registration issued by the Registrar upon registering a limited liability partnership shall be as set out in the Schedule hereto.

Additional functions of the Registrar.

6. (1) The Registrar shall also be responsible for:
- (a) receiving and processing the statement delivered by the designated partner of a limited liability partnership pursuant to section 18 of the Act (“change of information in the declaration”) and registering the change specified and issuing a certificate to that effect;
 - (b) receiving and processing the statement from the designated partner of a limited liability partnership specifying the admission of an additional partner to the partnership;
 - (c) accepting the annual declaration made by the designated partner in each year pursuant to section 19(1) of the Act;
 - (d) receiving the statement of the dissolution of a limited liability partnership delivered to him by the designated partner pursuant to section 23 of the Act, or by any other partner pursuant to section 24 of the Act, and issuing his Certificate of Dissolution of the Partnership;

- (e) issuing a Certificate of Cessation of Dissolution pursuant to section 25 of the Act;
- (f) issuing a Certificate of Cancellation where a limited liability partnership is wound-up or ceases to exist.

7. (1) Upon issuing a Certificate of Registration to a limited liability partnership, the Registrar shall record in the Register of Limited Liability Partnerships (“the Register”) kept by him for that purpose, the number assigned to the limited liability partnership on registration, the date of its registration, the declaration submitted in respect of the limited liability partnership, any documents or statements accompanying the declaration and any other information required by the Act to be recorded in the Register.

The Register.

(2) Any person may inspect the Register or any statement or document kept by the Registrar pursuant to the Act and this Order and may make copies of it upon payment of the requisite fees prescribed hereunder.

PART III
FEES

8. The fees specified in Column II of the Table hereunder shall be applicable in respect of each of the matters in Column I of the Table appearing directly opposite the fee as follows. The fees are and shall be payable in United States dollars as provided under the Act.

Fees.

TABLE

MATTER COLUMN I	FEE COLUMN II
(1) Submission of declaration to Registrar.	\$250.00
(2) Each document accompanying declaration.	\$20.00
(3) Issue of Certificate of Registration.	\$100.00
(4) Statement of amendment of declaration under section 18(1) of the Act.	\$20.00
(5) Issue of Certificate incorporating amendment under section 18(3) of the Act.	\$100.00
(6) Receipt of Annual Declaration under section 19 (1) of the Act.	\$40.00
(7) Receipt of any document, and issue of any certificate, relating to the dissolution and winding up of a limited liability partnership under Part V of the Act,	\$100.00
(8) Any other matter for which a fee is not expressly provided herein authorised under section 37 (2) of the Act.	\$50.00per document/ provision of the service.

9. This Order shall come into force on the 6th day of January, 2000. Commencement.

MADE by the Minister responsible for Companies and Partnerships this 5th day of January, 2000.

(GODFREY SMITH)
*Minister responsible for
Companies and Partnerships*

SCHEDULE**BELIZE:****LIMITED LIABILITY PARTNERSHIPS ACT****CERTIFICATE OF REGISTRATION AS A LIMITED LIABILITY
PARTNERSHIP****THIS IS TO CERTIFY THAT** _____

_____ has this _____ day
of _____, 2____, been registered as a Limited Liability
Partnership pursuant to the Limited Liability Partnerships Act.

GIVEN under my hand this _____ day of _____, 2____.

(Registrar of Limited Liability Partnerships)