

Migration of Non-Jersey Limited Partnerships into Jersey: New Regulations

UPDATE

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Today, new regulations have been lodged with Jersey's States Assembly which will provide an express statutory route for non-Jersey limited partnerships to apply to continue into Jersey as limited partnerships registered under the Limited Partnerships (Jersey) Law 1994 (the **LP Law**).

Under the new regulations (the draft Limited Partnerships (Continuance) (Jersey) Regulations 202- (the **Continuance Regulations**)) an application for continuance is made to the Jersey Financial Services Commission (the **Commission**) and is supported by a declaration from the general partner(s) that the migrating limited partnership is solvent, has applied for registration under the LP Law and the related consent under the Control of Borrowing (Jersey) Order 1958 and will not have separate legal personality upon its migration into Jersey. If the Commission grants the application, the Jersey Registrar of Limited Partnerships then registers the migrating limited partnership under the LP Law and issues the limited partnership with a certificate of continuance which is conclusive evidence that the migrating partnership has continued as a limited partnership within Jersey from the date specified in the certificate of continuance.

The effect of continuance is that, in addition to continuing as a Jersey limited partnership, the migrating partnership is not to be treated as a limited partnership formed outside Jersey and all existing assets and other property (including any right to make capital calls) of the migrating partnership is taken to be its property held under the LP Law. Helpfully, the draft Continuance Regulations expressly state that continuance into Jersey does not create a new limited partnership and it does not affect any partnership interest, anything done before the continuance or any rights, powers, authorities, functions or obligations of the migrating partnership, any partner or any other person before continuance.

Jersey law already provides for the continuance of non-Jersey companies into Jersey, so promoters wishing to migrate their limited partnerships into Jersey can very easily migrate their general partner companies into Jersey as part of the same process. For more information, please see our guide [Application for migration into Jersey under the Companies \(Jersey\) Law 1991](#).

Promoters wishing to migrate their fund limited partnerships into Jersey would need to obtain additional consents and approvals from the Commission. However, these approvals would be obtained as part of the application for continuance and particularly for migrating partnerships wishing to take advantage of the Jersey Private Fund regime (see our guide on [Jersey Private Funds](#)), the application process should be quick and straightforward and facilitated by the incoming Jersey administrator and the Jersey lawyers advising on the continuance. Exemptions from regulatory licencing are generally available for the general partners of Jersey Private Funds.

While the draft Continuance Regulations do not require this, we expect that migrating limited partnerships will need to seek investor approval to the migration and to amend the governing law and other relevant provisions of the limited partnership agreement to match Jersey law.

The draft Continuance Regulations are expected to be debated by the States Assembly on 14 July.

If you would like any further information or assistance with migrating a limited partnership into Jersey, please contact us on the details below or your usual Mourant contact.

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