

Re-registration of a foreign partnership as a Cayman Islands exempted limited partnership

GUIDE

Last reviewed: December 2023

Introduction

A partnership established under the laws of a jurisdiction outside the Cayman Islands may apply to the Registrar of Exempted Limited Partnerships (the **Registrar**) to be re-registered as an exempted limited partnership (**ELP**) under section 40 of the Exempted Limited Partnership Act (as amended, the **Act**).

Preparation steps

Prior to re-registering, the partnership must make all necessary amendments (if any) to the partnership agreement to comply with the Act. If the business of the partnership will require regulation under the laws of the Cayman Islands (for example under the Private Funds Act or Mutual Funds Act), the applicable registration must also be obtained in advance of re-registration.

Application process

The application for re-registration is made by filing a statement signed by or on behalf of the general partner of the partnership in accordance with section 9 of the Act (the **Section 9 Statement**), containing the following in respect of the ELP:

- name;
- general nature of business;
- registered office address in the Cayman Islands;
- term (if applicable) and the date of its commencement;
- full name and address of the general partner; and
- a declaration that the ELP will not undertake business with the public in the Cayman Islands other than so far as may be necessary to conduct business exterior to the Cayman Islands,

together with payment of the registration fee of US\$1,220.

Registration

The Registrar will grant the re-registration as of the date that the Section 9 Statement is filed and will usually revert with confirmation within three to five business days of receipt (subject to the Registrar's workload).

With effect from the date of registration, the ELP and the partnership interests of the limited partners, and their rights and liabilities against any person who is not a partner, will cease to be governed by the laws of any other jurisdiction, with the exception of any act or omission occurring before that date, which will continue to be governed by the laws of any other jurisdiction.

Further information

For further details in relation to Cayman Islands exempted limited partnerships, including continuing obligations, please see our full guide [here](#).

Contacts

To find out more, please get in touch with your usual Mourant contact, or alternatively, a full list of contacts specialising in corporate law can be found [here](#).

This guide is only intended to give a summary and general overview of the subject matter. It is not intended to be comprehensive and does not constitute, and should not be taken to be, legal advice. If you would like legal advice or further information on any issue raised by this guide, please get in touch with one of your usual contacts. You can find out more about us, and access our legal and regulatory notices at [mourant.com](https://www.mourant.com). © 2023 MOURANT OZANNES ALL RIGHTS RESERVED