

Limited partnerships – a comparison

This matrix has been prepared to provide a comparison of the laws of the British Virgin Islands (BVI), the Cayman Islands, Guernsey and Jersey as at its date of publication. It is for general information only and is not intended to, and does not, constitute legal, financial or other advice upon which you may act or rely and does not constitute an offer to provide such advice. We recommend that anyone considering a BVI, Cayman, Guernsey or Jersey partnership takes specific legal advice

	BVI	Cayman	Guernsey	Jersey
1. Introduction				
What is a limited partnership?	A limited partnership is a partnership between one or more general partners (who manage the limited partnership) and one or more limited partners (who are usually passive investors with no involvement in the day-to-day management of the limited partnership)			
What is the main constitutional document of a limited partnership?	The limited partnership agreement (the LPA)			
What is the key piece of legislation governing limited partnerships?	<p>Limited Partnership Act, Revised Edition 2020 (LP Act)</p> <p>Note: The Partnership Act, 1996 (1996 Act) applies to a limited partnership formed under the 1996 Act until:</p> <ul style="list-style-type: none"> it applies to be re-registered as a limited partnership under the LP Act, or it is automatically re-registered under the LP Act (which was on 13 January 2025, with a further six-month period in which to adopt an LPA) <p>No new limited partnerships may be formed under the 1996 Act</p> <p>The remainder of the BVI section of this comparison matrix concentrates on limited partnerships formed under the LP Act</p>	<p>Partnership Act (2025 Revision) and the Exempted Limited Partnership Act (2025 Revision) (ELP Act)</p> <p>Almost invariably a Cayman Islands limited partnership will be registered as an exempted limited partnership (ELP) under the ELP Act</p> <p>Accordingly, the references in the rest of this column of the matrix relate to ELPs</p>	Limited Partnerships (Guernsey) Law, 1995 (Guernsey LP Law)	Limited Partnerships (Jersey) Law 1994 (Jersey LP Law)

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Does a limited partnership have separate legal personality?	<p>A limited partnership has a separate legal personality (that is not a body corporate) unless its general partner(s) elects for it not to have separate legal personality</p> <p>If the limited partnership is to have no separate legal personality, the general partner(s) must elect that it does so on registration of the limited partnership</p> <p>The election is irrevocable and failure to make such an election is final</p>	<p>No. A limited partnership does not have separate legal personality</p> <p>All letters, contracts, deeds, instruments or documents must be entered into by or on behalf of the general partner(s) on behalf of the ELP</p> <p>The assets of the partnership are held or deemed to be held by the general partner(s) on statutory trust as an asset of the ELP</p>	<p>A limited partnership can elect to have a separate legal personality</p> <p>Absent of such election, the limited partnership will not have a separate legal personality</p> <p>If the limited partnership is to have a separate legal personality, the general partner(s) must elect that it does so on registration of the limited partnership</p> <p>The election is irrevocable and failure to make such an election is final</p>	<p>No. A limited partnership is not a legal person</p> <p>It is however possible to establish two other types of limited partnership:</p> <ul style="list-style-type: none"> • a separate limited partnership - this is a legal person but not a body corporate • an incorporated limited partnership - this is a legal person and a body corporate
What is the liability of the general partner(s) and limited partner(s) for the debts of the limited partnership?	<p>Unless the LPA provides otherwise, the general partner(s) is liable for any debts of the limited partnership only to the extent that the limited partnership cannot pay those debts</p> <p>A limited partner is not liable for the debts of the limited partnership beyond the amount of the limited partner's contribution or unpaid commitment to the limited partnership unless it:</p> <ul style="list-style-type: none"> • takes part in the management of the limited partnership, or • is required to return monies to the limited partnership or perform a released obligation 	<p>In the event that the assets of the ELP are inadequate to satisfy the claims of its creditors, the general partner(s) will be liable for all debts and obligations of the ELP</p> <p>The limited partners will not be liable for the debts and obligations of the ELP except as may be provided by the LPA (provided they do not take part in the conduct of the business of the ELP - see below)</p>	<p>A general partner has the same liability position as a partner in a general partnership, ie potentially unlimited liability for the debts of the limited partnership</p> <p>A limited partner's liability is limited to the amount which it has contributed or agreed to contribute to the capital of the limited partnership</p>	<p>Except as provided in the LPA and under the Jersey LP Law, a general partner has the same liability position as a partner in a general partnership, ie potentially unlimited liability for the debts of the limited partnership</p> <p>Subject to the terms of the LPA, a limited partner's liability is limited to the difference (if any) between the amount which it has contributed to the limited partnership and the amount which it has agreed to contribute to the limited partnership</p>
Does a limited partnership have unlimited duration?	Yes, if the LPA provides that this is the case	An ELP can have a fixed term or an unlimited duration	A limited partnership can have a fixed term (which may be unlimited) but if no term is fixed for the duration of the limited partnership, it will be dissolved 30 years from the date of its registration	A limited partnership can have a fixed term or an unlimited duration, if the LPA so provides
What other types of partnership are available?	The 1996 Act applies to an existing local limited partnership or an international limited partnership formed under the 1996 Act before its re-registration under the LP Act	Cayman partnerships can either be general partnerships or limited partnerships. As mentioned above a limited partnership will typically be registered as an ELP	A separate limited partnership (where an election is made for it to be a separate legal person (see ' <i>Does a limited partnership have separate legal personality</i> ' above)). If such an election is made, it is a separate legal person and a body corporate	<p>A separate limited partnership (see '<i>Does a limited partnership have separate legal personality</i>' above)</p> <p>An incorporated limited partnership (see '<i>Does a limited partnership have separate legal personality</i>' above)</p>

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<p>What other types of partnership are available?</p> <p><i>continued</i></p>	No new limited partnerships may be formed under the 1996 Act. General partnerships (formerly partnerships that were not limited partnerships formed under the 1996 Act) have been repealed		<p>A general partnership governed by the Partnership (Guernsey) Law, 1995. This is not a legal person</p> <p>A limited liability partnership constituted under the Limited Liability Partnerships (Guernsey) Law, 2013. This is a legal person and a body corporate</p>	<p>A general partnership governed by Jersey customary law. This is not a legal person</p> <p>A limited liability partnership governed by the Limited Liability Partnerships (Jersey) Law 2017. This is a legal person but not a body corporate</p>
<p>What are the potential uses?</p>	<p>Limited partnerships have many potential uses. Their appeal will vary according to the nature of the laws and fiscal regimes of the potential investors' home jurisdictions. Their tax transparency and ease of distribution of profits have made them attractive vehicles for the holding of investments that are speculative in nature. Possible uses for limited partnerships include private equity and venture capital schemes, MBOs and project finance, property development schemes, collective investment funds, tax and financial planning, estate planning and asset protection and bank capital raising</p>			
<p>2. Establishment of a limited partnership</p>				
<p>How is a limited partnership established?</p>	<p>A limited partnership is formed by:</p> <ul style="list-style-type: none"> • execution of the LPA by the general partner(s) and the limited partner(s), and • its proposed BVI registered agent filing with the Registrar of Limited Partnerships (BVI Registrar) a statement setting out certain prescribed information, together with the signed consent by the proposed BVI registered agent, a declaration signed by each general partner stating that the limited partnership shall not have legal personality (if so elected by the general partner(s)), and • payment of the required registration fee <p>A limited partnership is formed on the date stated in its certificate of registration issued by the BVI Registrar</p> <p>Depending on the nature of the activities of the limited partnership, it may be necessary to obtain further consents from the BVI Financial Services Commission (BVI FSC), primarily where the limited partnership forms part of a collective investment scheme, and this would impact on the timing and costs</p>	<p>A partnership is formed and registered as an ELP by:</p> <ul style="list-style-type: none"> • execution of the LPA by the general partner(s) and the limited partner(s) • submission by the general partner(s) to the Registrar of Limited Partnerships (Cayman Registrar) in the Cayman Islands a statement setting out certain prescribed information, including the general nature of business, registered office address and the term (or commencement date if the ELP is for unlimited duration) of the ELP, and • payment of the required registration fee <p>A certificate of registration issued by the Cayman Registrar is conclusive evidence of compliance with the requirements of the ELP Act as to formation and registration of an ELP</p> <p>An ELP is required to identify and report certain particulars of its registrable beneficial owners to its corporate services provider who will use this information to establish and maintain the beneficial ownership register at the registered office</p>	<p>A limited partnership is established by:</p> <ul style="list-style-type: none"> • execution of the LPA by the general partner(s) and the limited partner(s) • submission by the general partner(s) to the Registrar of Companies (Guernsey Registrar) a declaration setting out certain prescribed information about the limited partnership, including its name, the nature and principal place of its business, its registered office in Guernsey, name and address of its general partner(s), the duration of the limited partnership and whether it elects to have separate legal personality, and • payment of the required registration fee <p>There is no requirement to file the names of the limited partners or to file a copy of the LPA</p> <p>A limited partnership with separate legal personality is also required to file particulars of its governance provisions and a statement of its resident agent (see below)</p>	<p>A limited partnership is established by:</p> <ul style="list-style-type: none"> • submission of the limited partnership registration form by the general partner's nominated person, together with the signed declaration of limited partnership, to the registrar of limited partnerships in Jersey (the Jersey Registrar), and • execution of the initial LPA by the general partner(s) and the limited partner(s) <p>The registration process includes an application for consent to create any partnership interests in the limited partnership</p> <p>A certificate of registration issued by the Jersey Registrar is conclusive evidence that a declaration of limited partnership has been delivered to the Jersey Registrar</p> <p>Depending on the nature of the activities of the limited partnership, it may be necessary to obtain further consents from the Jersey Financial Services Commission (the JFSC), primarily where the limited partnership forms part of a collective investment fund,</p>

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<p>How is a limited partnership established? <i>continued</i></p>	<p>A limited partnership must have a registered office in the BVI and a registered agent who must have consented to act</p> <p>A limited partnership must collect, keep and maintain adequate, accurate and up to date beneficial ownership information and, unless exempt from the requirement, file such information for registration with the BVI Registrar</p>		<p>A certificate of registration issued by the Guernsey Registrar is conclusive evidence of compliance with the requirements of the Guernsey LP Law as to registration of a limited partnership</p> <p>Depending on the nature of the activities of the limited partnership, it may be necessary to obtain further consents from the Guernsey Financial Services Commission, primarily where the limited partnership is a collective investment scheme, and this would impact on the timing and costs</p> <p>A limited partnership must have a registered office in Guernsey</p> <p>A limited partnership with separate legal personality (which is not a collective investment scheme) is required to have a resident agent who must collect, keep and maintain adequate, accurate and up to date beneficial ownership information and file such information for registration with the Guernsey Registrar of Beneficial Ownership</p>	<p>and this would impact on the timing and costs</p> <p>A limited partnership must have a registered office in Jersey</p> <p>Details of a limited partnership's beneficial owners and controllers must be disclosed to the JFSC (a limited partner with less than a 10% interest in the limited partnership, with no control over the limited partnership, need not be recorded)</p>
<p>How long does it take to establish a limited partnership?</p>	<p>Once all relevant information has been provided and satisfied, a limited partnership can generally be established on a same day basis</p>	<p>Registration and the issue of the certificate of registration generally takes three to five working days but can be expedited by paying an express fee of US\$610 so that the registration and issue of the certificate of registration can be completed within 24 hours</p>	<p>Once all relevant information has been provided and satisfied, a limited partnership can generally be established on a same day basis</p>	<p>Once all relevant information has been provided and satisfied, a limited partnership can generally be established on a same day basis</p>
<p>What are the establishment costs?</p>	<p>The registration fee for establishing a limited partnership is US\$750</p> <p>Professional adviser fees will also be payable</p>	<p>The initial registration fee for establishing an ELP is US\$1,220</p> <p>Professional adviser fees will also be payable</p>	<p>The registration fee for establishing a limited partnership is £100 for a standard registration and £500 for a two-hour registration</p> <p>Professional adviser fees will also be payable</p>	<p>The registration fee for establishing a limited partnership:</p> <ul style="list-style-type: none"> • within two business days is £395 • within one business day is £543, and • within two hours is £856 <p>Professional adviser fees will also be payable</p>

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What is the minimum and maximum number of partners?	A minimum of one general partner and one limited partner. There is no maximum for either, but consideration of relevant BVI regulatory consents should be made at the outset If the limited partner(s) and the general partner(s) are the same, the limited partnership must have at least one other partner	A minimum of one general partner and one limited partner. There is no maximum for either At least one general partner must be: (i) an individual resident in the Cayman Islands, (ii) a company incorporated or registered as a foreign company in the Cayman Islands, or (iii) an ELP or a registered foreign limited partnership	A minimum of one general partner and one limited partner. There is no maximum for either, but consideration of relevant Guernsey regulatory consents should be made at the outset A person may be both a general partner and a limited partner	A minimum of one general partner and one limited partner. There is no maximum for either, but consideration of relevant Jersey regulatory consents should be made at the outset A person may be both a general partner and a limited partner, as long as there is at least one other limited partner
Are there any restrictions on the proposed name of a limited partnership?	The name of a limited partnership must end with the words 'Limited Partnership' or the abbreviation 'LP' or 'L.P.' The use of certain words is restricted. The BVI Registrar may refuse to register a limited partnership if it considers that the name does not comply with the requirements of the LP Act, if it is identical or similar to another limited partnership (including one formed under the 1996 Act) or a BVI company (if such entity has not consented to the use of the name) or it is offensive, objectionable or contrary to public policy or to the public interest	An ELP must contain the words 'Limited Partnership' or the abbreviation 'LP' or 'L.P.' The use of certain words is restricted. The Cayman Registrar may decline to register a name which for any reason is calculated or likely to mislead. An ELP may have an additional dual foreign name which either precedes or follows its name	The name of a limited partnership must contain the words 'Limited Partnership' or the abbreviation 'LP' or 'L.P.' Subject to certain exceptions, the name or a distinctive part of the name of any limited partner must not be included in the name of a limited partnership The use of certain words is restricted. The Guernsey Registry may refuse to register a limited partnership if it considers that the name does not comply with the requirements of the Guernsey LP Law or it constitutes a criminal offence, it is offensive, misleading or is inappropriate	The name of a limited partnership must end with the words 'Limited Partnership' or the abbreviation 'LP' or 'L.P.' and may include the name of any general partner or limited partner The use of certain words is restricted. The Jersey Registrar may refuse to register a limited partnership if it considers that the name is misleading or otherwise undesirable and a system has been established by the JFSC for the prior approval of proposed names
Is the holding of a partnership interest certificated?	No. Partnership interests are not generally certificated. The ultimate record of ownership is generally determined by the register of limited partners maintained by the general partner(s) on behalf of the limited partnership. The register is <i>prima facie</i> evidence of the matters stated in it			
Does the limited partnership appear on a public registry?	Yes. The BVI Registrar maintains a register of limited partnerships registered under the LP Act Only limited information is publicly available (see ' <i>Are limited partnership records confidential?</i> ' below)	The Cayman Registrar maintains a record of each ELP registered under the ELP Act and all the statements filed in relation to the ELP	Yes. The Guernsey Registrar maintains a register of limited partnerships under the Guernsey LP Law Only limited information is publicly available (see ' <i>Are limited partnership records confidential?</i> ' below)	Yes. The JFSC maintains a register of all declarations of limited partnership delivered to the Jersey Registrar under the Jersey LP Law Only limited information is publicly available (see ' <i>Are limited partnership records confidential?</i> ' below)
Are limited partnership records confidential?	The public records of limited partnerships are limited The only document which is publicly available is the limited partnership's	On payment of a fee, any person can request a certified copy of the certificate of registration, a certificate of good standing or a copy of an extract from the registration	The public records of limited partnerships are limited Only basic information is publicly available including a limited partnership's name and	The public records of limited partnerships are limited The only document which is publicly available is the limited partnership's

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<p>Are limited partnership records confidential? <i>continued</i></p>	<p>registration statement which includes limited information and, once processed, any notice of change in registered particulars</p> <p>If a charge is created over an asset of the limited partnership and the security taker (or limited partnership) applies to the BVI Registrar to register the charge, particulars of the charge would be available to the public</p> <p>The LPA is not filed and is not a public document</p> <p>The registers of general partners and limited partners¹ are required to be filed with the BVI Registrar but they are not publicly available. A list of general partners' names based on the register of general partners filed, however, is publicly available on request for a fee</p> <p>The beneficial ownership register is not publicly available and can only be searched by certain BVI competent authorities and law enforcement agencies for the purposes of discharging their statutory duties and lawful functions</p> <p>On approval of a request to the Registrar of Corporate Affairs to inspect, or request a copy of an entry in, a limited partnership's beneficial ownership register, limited beneficial ownership particulars may be disclosed to persons who can demonstrate a legitimate interest (including where the purpose for the request is to investigate, prevent or detect the activity of money</p>	<p>statement filed with the Cayman Registrar in relation to the ELP</p> <p>The LPA is not a matter of public record</p> <p>Subject to any express or implied term of the LPA, each limited partner may demand and shall receive from the general partner(s) true and full information regarding the state of the business and financial condition of the ELP</p> <p>Information contained in the ELP's beneficial ownership register may be searched by the competent authority for beneficial ownership who may also provide access to certain official bodies</p> <p>On approval of an application to the competent authority, limited beneficial ownership information may be accessed by a restricted category of persons with a legitimate interest in accessing the information for the purpose of preventing, detecting, investigating, combating or prosecuting money laundering or terrorist financing</p>	<p>registration number, registered office, registration date, name and address of its general partner(s), details of its resident agent and particulars of governance (if it is a limited partnership with separate legal personality), its status and economic activity code</p> <p>The following documents are available to purchase: the certificate of registration, a statement of the register (which includes the registered office address, any previous name, the principal place and nature of business of the limited partnership, the name and address of the general partner(s) and the dates of their appointment or removal) and annual validations</p> <p>The LPA and names of limited partners of a limited partnership (and details as to their capital contributions) are not filed with the Guernsey Registrar and are not public documents</p> <p>Information filed with the Guernsey Registrar which is not available to the public is available to competent authorities for law enforcement purposes</p> <p>A Bailiwick regulated financial services business or entity subject to anti-money laundering (AML) and countering the financing of terrorism (CFT) obligations can access beneficial owner information of a limited partnership with separate legal personality but only in connection with its own customer due diligence processes</p>	<p>declaration (and, once processed, any amendment of the declaration). The declaration will contain details of:</p> <ul style="list-style-type: none"> the name and address of the limited partnership, and the name and address of the general partner(s) (but not the name and address of any limited partner, nor any details as to their capital contributions). <p>The LPA and the register of limited partners are not filed with the Jersey Registrar and are not public documents</p> <p>Information regarding the identity of beneficial owners is not currently available to the public but is available to competent authorities for law enforcement purposes</p>

¹ The requirement to file the register of limited partners with the BVI Registrar does not apply to BVI registered funds (ie private investment, public, professional, private, approved and incubator funds)

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Are limited partnership records confidential? <i>continued</i>	laundering, terrorist financing or proliferation financing)			
What corporate administration support will a limited partnership require?	A BVI registered agent and registered office as a minimum and usually general corporate administration support If the general partner(s) is a BVI company, then it will require a BVI registered agent and registered office and corporate administration support too	An ELP must have a registered office in the Cayman Islands If the general partner(s) is a Cayman company, an ELP, a foreign registered company or a foreign registered partnership, it will also require corporate administration support	A registered office as a minimum and usually general corporate administration support If the general partner(s) is a Guernsey company, then it will also require corporate administration support	A registered office as a minimum and usually general corporate administration support If the general partner(s) is a Jersey company, then it will also require corporate administration support
3. Ongoing requirements				
Does an annual return need to be filed for the limited partnership?	Yes. Save for certain exceptions, within nine months of the end of a limited partnership's financial year, a limited partnership must file an annual return with its registered agent An annual fee of US\$750 is payable to the BVI FSC in respect of a limited partnership	Yes. On or before 31 January in each year, an ELP must file with the Cayman Registrar a return signed by or on behalf of a general partner An annual fee is payable to the Cayman Registrar in the amount of: <ul style="list-style-type: none"> US\$1,585 - where the ELP is a licensed or regulated under the Mutual Funds Act (2025 Revision) or registered under the Private Funds Act (2025 Revision) US\$2,561 - where the ELP is not licensed or regulated 	Yes. On or before 30 March in each year, a limited partnership must file with the Guernsey Registrar an annual validation and declaration of compliance signed by or on behalf of a general partner(s) An annual fee of £525 is payable to the Guernsey Registry in respect of a limited partnership	Yes. On or before the last day of February in each year, a general partner, or that general partner's nominated person must deliver to the Jersey Registrar an annual confirmation statement on behalf of the limited partnership An annual fee of £339 is payable to the JFSC in respect of a limited partnership
How does the limited partnership hold assets?	Any asset of a limited partnership with legal personality which is transferred to, vested in or held on behalf of any general partner will be held by the general partner(s) as agent of the limited partnership Any asset of a limited partnership without legal personality which is: <ul style="list-style-type: none"> transferred to, vested in or held on behalf of any general partner, or transferred to or vested in the name of the limited partnership is held or deemed to be held by the general partner(s) jointly, on trust as an asset of the	Any rights or property of the ELP will be held or deemed to be held by the general partner(s) on statutory trust as an asset of the ELP in accordance with the terms of the LPA	Any property of the limited partnership will be held or deemed to be held by the general partners jointly on trust as an asset of the limited partnership in accordance with the terms of the partnership	The assets of the limited partnership will generally be held (or deemed to be held) by the general partner(s) (or a nominee on behalf of the general partner(s)) as an asset of the limited partnership in accordance with the terms of the LPA

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How does the limited partnership hold assets? <i>continued</i>	limited partnership in accordance with the terms of the LPA			
How do limited partners make their contributions to the limited partnership?	<p>A contribution can be any assets or services but does not include any moneys lent by a limited partner to the limited partnership</p> <p>The contribution required of a limited partner and the limited partner's right to share in the profits and capital of the limited partnership will be as set out in the LPA (or any side agreement)</p> <p>A limited partner shall not, whether on termination of a limited partnership or otherwise:</p> <ul style="list-style-type: none"> • receive any payment from the assets of the limited partnership representing a return of that partner's contribution; or • be released from any outstanding obligation in respect of that partner's commitment, <p>unless, at the time of and immediately following the payment being made or release being effected, the limited partnership is solvent</p>	<p>The definition of contribution under the ELP Act includes cash, property, services or other assets which a partner contributes to the capital of an ELP but does not include any moneys lent by a limited partner to the ELP</p> <p>The contribution required of a limited partner and the limited partner's right to share in the profits and capital of the limited partnership will be as set out in the LPA (or any side agreement)</p> <p>A limited partner that receives any return of its contributed capital in a period of six months prior to the ELP becoming insolvent will be liable to return the amount received (to the extent that it is needed in whole or in part to discharge a debt or obligation of the ELP incurred during the period that the capital amount in question was an asset of the ELP), together with simple interest at an annual rate of 10% (or other rate specified in the LPA) if, at the time the payment was made, the ELP was insolvent and the limited partner had actual knowledge of the insolvency</p>	<p>Any contribution to be made by a limited partner to the limited partnership may be money (in any currency) or property</p> <p>The contribution required of a limited partner and the limited partner's right to share in the profits and capital of the limited partnership will be as set out in the LPA (or any side agreement)</p> <p>A limited partner may lend money to, borrow money from and enter into transactions with the limited partnership.</p> <p>Any limited partner with a claim against the assets of a limited partnership (other than for return of capital contributions) will rank as a creditor of the limited partnership</p>	<p>Any contribution to be made by a limited partner to the limited partnership may be money (in any currency) or any other property or services</p> <p>The contribution required of a limited partner and the limited partner's right to share in the profits and capital of the limited partnership will be as set out in the LPA (or any side agreement)</p> <p>A limited partner may lend money to, borrow money from and enter into transactions with the limited partnership</p> <p>Any limited partner with a claim against the assets of a limited partnership (other than for return of capital contributions) will rank as a creditor of the limited partnership</p>
Who is responsible for management of the limited partnership?	<p>The general partner(s) will have responsibility for the day-to-day management of the limited partnership in accordance with the terms of the LPA</p> <p>The general partner(s) will often be (but does not have to be) a BVI company. Any matters can be made subject to limited partner approval if so provided in the LPA</p>	<p>The general partner(s) is responsible for the management of the ELP</p>	<p>The general partner(s) will have responsibility for the day-to-day management of the limited partnership</p> <p>The general partner(s) will often be (but does not have to be) a Guernsey company. Any matters can be made subject to limited partner approval if so provided in the LPA</p>	<p>The general partner(s) will have responsibility for the day-to-day management of the limited partnership</p> <p>The general partner(s) will often be (but does not have to be) a Jersey company. Any matters can be made subject to limited partner approval if so provided in the LPA</p>

	BVI	Cayman	Guernsey	Jersey
What duties are owed to the limited partners?	A general partner must act at all times in good faith and, subject to any express provisions to the contrary in the LPA, in the interests of the limited partnership	A general partner must act at all times in good faith and, subject to any express provisions in the LPA to the contrary, in the interests of the ELP	Subject to certain restrictions, the general partner(s) has all the rights and powers and is subject to all the restrictions and liabilities of a partner in a general partnership (ie without limited partners). The general partner(s) owes certain fiduciary duties to the limited partner(s) by virtue of them being in a partnership, including the duty of utmost good faith	
Can the limited partners participate in management and decision-making processes?	<p>A limited partner is prohibited, when acting as limited partner, from:</p> <ul style="list-style-type: none"> taking part in the management of the limited partnership, or transacting the business of, executing documents for, or otherwise binding the limited partnership <p>A limited partner who takes part in the management of a limited partnership will be liable to the same extent as a general partner, to a person who deals with the limited partnership if, during such time, that person:</p> <ul style="list-style-type: none"> knew that the limited partner took part in the management of the limited partnership, and reasonably believed, based on the limited partner's conduct, that the limited partner was a general partner <p>The LP Act provides a number of 'safe harbour' activities which a limited partner may undertake without being deemed to take part in the management of the limited partnership (eg consulting with or advising a general partner regarding the business of the limited partnership, serving on, or appointing a person to serve on, a board or committee of the limited partnership etc)</p> <p>Further details are available on request</p>	<p>A limited partner may lose the benefit of limited liability if it engages in the conduct of the business of the partnership with persons who are not partners in the ELP</p> <p>However, the limited partner will only be rendered liable in such circumstances to a person who transacted business with the ELP during the relevant period with actual knowledge of such participation and who then reasonably believed that the limited partner was a general partner</p> <p>The ELP Act provides a number of 'safe harbour' activities which a limited partner may undertake without being deemed to take part in the conduct of the business of the ELP (eg acting as a director of the general partner, consulting and advising a general partner regarding the business of the ELP, appointing a person to serve on a committee of the ELP etc). Further details are available on request</p>	<p>A limited partner of a limited partnership has no authority or power to bind the limited partnership. However, it may be possible for representatives of the investors to be appointed to the board of directors of the general partner(s) or to a committee which will consult with the general partner(s) on certain key matters</p> <p>A limited partner may lose the benefit of its limited liability protection if:</p> <ul style="list-style-type: none"> it participates in the conduct or management of the business of the limited partnership, or if it transacts the business of, signs or executes documents for or otherwise bind the limited partnership <p>Limited partners are able to undertake a variety of actions in relation to the limited partnership without being deemed to participate in its conduct or management. Further details are available on request</p>	<p>A limited partner of a limited partnership has no authority or power to bind the limited partnership. However, it may be possible for representatives of the investors to be appointed to the board of directors of the general partner(s)</p> <p>A limited partner may lose the benefit of its limited liability protection if:</p> <ul style="list-style-type: none"> it participates in the management of the limited partnership in its dealings with persons who are not partners, and the person with whom the limited partnership transacts has actual knowledge during the relevant period of the participation of the limited partner in the management of the limited partnership and reasonably believed, based upon the limited partner's conduct, the limited partner to be a general partner. <p>Limited partners are able to undertake a variety of actions in relation to the limited partnership without being deemed to participate in its management. Further details are available on request</p>
What rights do the limited partners have?	The LP Act provides limited partners with a number of rights	The ELP Act provides limited partners with a number of rights	The Guernsey LP Law provides limited partners with a number of rights	The Jersey LP Law provides limited partners with a number of rights

	BVI	Cayman	Guernsey	Jersey
What rights do the limited partners have? <i>continued</i>	The limited partners will also have certain rights under the general partnership law and as set out in the LPA	The limited partners will also have certain rights under the general partnership law and as set out in the LPA	The limited partners will have certain rights under the general partnership law and will also have any rights set out in the LPA	The limited partners will have certain rights under the general partnership law and will also have any rights set out in the LPA
How does a limited partnership return cash or assets to its limited partners?	A limited partnership can return cash or assets to its limited partners by a variety of means, including distributions, a release from obligations and returns of contributions, provided the limited partnership will be solvent at the time and immediately following the payment being made or release being effected The LP Act provides a clawback mechanism for a period of six months commencing on the date of the relevant payment or release if the limited partnership was insolvent immediately following the making of the payment or release, provided that the limited partner knew of the insolvency of the limited partnership	A limited partnership can return cash or assets to its limited partners by a variety of means, including distributions, a release from obligations and returns of contributions The ELP Act provides a clawback mechanism for a period of six months commencing on the date of the relevant payment or release in the event that the ELP was insolvent at the time of the payment or release (including where the payment or release caused the insolvency) provided that the limited partner had actual knowledge of the insolvency of the ELP	A limited partnership can return cash or assets to its limited partners by a variety of means, including distributions and returns of contributions. Provided the limited partnership is solvent at the time of, and immediately following, the payment and it remains so for a period of six months, there are no restrictions on these payments under Guernsey law. Any requirements and/or restrictions can be built into the LPA	A limited partnership can return cash or assets to its limited partners by a variety of means, including distributions and returns of capital. Provided the limited partnership will be solvent at the time of and immediately following the payment and will remain so for a period of six months (or such longer period as specified in the LPA), there are no restrictions on these payments under Jersey law. Any requirements and/or restrictions can be built into the LPA
Can a limited partnership borrow, give guarantees and provide security over its assets?	Yes, subject to the terms of the LPA			
Can a limited partner grant security over its partnership interest?	Yes. Subject to the LPA, a limited partner may grant security over the whole or part of its partnership interest but only with the prior or simultaneous written consent of the general partner(s) Written notice of the grant of a security interest must be given by the limited partner or security taker to the limited partnership	Yes. However, subject to the terms of the LPA, no limited partner may grant any security interest over the whole or part of their limited partnership interest without the written consent of the general partner(s)	Yes. A limited partner can grant security over its partnership interest in accordance with the Security Interests (Guernsey) Law, 1993, subject to any restrictions in the LPA	Yes. A limited partner can grant security over its partnership interest in accordance with the Security Interests (Jersey) Law 2012, subject to any restrictions in the LPA
Can additional limited partners be admitted?	Yes, if provided for in the LPA Any additional limited partners should be entered on the register of limited partners	Yes. If provided for in the LPA Any additional limited partners should be entered on the register of limited partners	Any additional limited partners can only be admitted to the limited partnership in accordance with the terms of the LPA, by agreement in writing and being entered on the register of limited partners	An additional limited partner can only be admitted to the limited partnership in accordance with the terms of the LPA and by being entered in the register of limited partners

	BVI	Cayman	Guernsey	Jersey
Can a limited partner sell or transfer its partnership interest?	Subject to the LPA, a limited partner may assign or transfer all or any part of its partnership interest to another person but only with the prior or simultaneous written consent of the general partner(s)	Subject to the LPA, a limited partner may transfer the whole or any part of their limited partnership interest but only with the prior written consent of the general partner(s)	A limited partner can assign its partnership interest, in whole or in part, subject to the terms of the LPA	A limited partner can assign its partnership interest, in whole or in part, if all the partners consent or if so permitted by the LPA
Must accounting records be maintained by the limited partnership?	Yes. A limited partnership must keep financial records which are sufficient to show and explain its transactions and to disclose with reasonable accuracy at any time the financial position of the limited partnership The accounts may be maintained in any currency	Yes. A general partner must keep or cause to be kept proper books of account including, where applicable, material underlying documentation The documents must be sufficient to give a true and fair view of the business and financial condition of the ELP and to explain its transactions The books of account must be retained for a minimum of five years from the date on which they were prepared	Yes. A limited partnership must keep accounting records which are sufficient to show and explain its transactions and to disclose with reasonable accuracy the financial position of the limited partnership. The accounts may be maintained in any currency	
Must an auditor be appointed?	No, unless required to do so by the LPA An auditor may be appointed, if so desired	No, unless required to do so by the LPA or where the limited partnership carries on a regulated activity	No, unless: <ul style="list-style-type: none"> • required to do so by the LPA • required to do so by limited partners whose contribution is greater than 50% of the total contribution of all limited partners, or • where the limited partnership carries on certain types of regulated activities An auditor may be appointed, if so desired	No, unless <ul style="list-style-type: none"> • required to do so by the LPA, or • the limited partnership carries on certain types of regulated activities An auditor may be appointed, if so desired
Local taxation	Generally, a limited partnership is tax transparent for BVI tax purposes so tax will be assessed on the partners of the limited partnership and no assessment will be made on the limited partnership itself There is no BVI withholding tax on interest payments or distributions No BVI stamp duty is payable on transfers of partnership interests, assuming that the partnership does not hold an interest in land in the BVI	There are no capital gains, income, withholding, estate or inheritance taxes in the Cayman Islands. On application by a general partner an ELP can expect to receive an undertaking from the Financial Secretary that no form of taxation will apply to the ELP or to any partner thereof in respect of the operations or assets of the ELP or the partnership interest for a period of up to 50 years from the date the undertaking is given	Generally, a limited partnership is tax transparent for Guernsey tax purposes so tax will be assessed on the partners of the limited partnership and no assessment will be made on the limited partnership itself There is no Guernsey withholding tax on interest payments or distributions No Guernsey stamp duty is payable on transfers of partnership interests	Generally, a limited partnership is tax transparent for Jersey tax purposes so tax will be assessed on the partners of the limited partnership and no assessment will be made on the limited partnership itself There is no Jersey withholding tax on interest payments or distributions No Jersey stamp duty is payable on transfers of partnership interests

	BVI	Cayman	Guernsey	Jersey
Economic substance	Limited partnerships (and any general partner and/or limited partner of the limited partnership that is itself a BVI limited partnership or BVI company) must file their annual economic substance declaration with the BVI International Tax Authority within six months of the end of their financial period	Every entity incorporated or registered in the Cayman Islands is required, as a prerequisite to filing its annual return, to notify the Cayman Islands Tax Information Authority annually, via the General Registry, whether it is a 'relevant entity' and/or is carrying on a 'relevant activity', in each case, for the purposes of the Cayman Islands economic substance regime The definition of 'relevant entity' excludes 'investment funds', and entities that are tax resident outside of the Cayman Islands. The definition of 'relevant activity' includes several specific activities	Certain Guernsey partnerships, including limited partnerships with income arising from a 'relevant activity', must comply with Guernsey's economic substance requirements in respect of that activity. This includes filing additional information in its annual tax return with the Guernsey Revenue Service The definition of 'relevant activity' excludes partnerships conducting only domestic activities, partnerships where all partners are individuals subject to Guernsey income tax on their share of profits, and collective investment schemes (unless self-managed)	Certain Jersey partnerships, including limited partnerships with income arising from a 'relevant activity', must comply with Jersey's economic substance requirements in respect of that activity. This includes filing additional information in its annual tax return with the Jersey Taxes Office The definition of 'relevant activity' excludes partnerships conducting only domestic activities, partnerships where all partners are individuals subject to Jersey income tax on their share of profits, and investment fund business (unless self-managed)
4. Dissolution				
How is the limited partnership wound up/dissolved?	A limited partnership terminates and its affairs shall be wound up: <ul style="list-style-type: none"> at a time or on the occurrence of an event specified in the LPA (if any) subject to the LPA, on resolutions passed by: <ul style="list-style-type: none"> all the general partners, and limited partners holding capital contributions in excess of 50% (or such higher percentage as may be stated in the LPA) of the total capital contributions made by all the limited partners if there has been no general partner for 90 days (or such shorter period as may be specified in the LPA) if there has been no limited partner for 90 days (or such shorter period as may be specified in the LPA) on the appointment of a liquidator of the limited partnership, or 	An ELP may be voluntarily wound up: (i) at the time or upon the occurrence of any event specified in the LPA; or (ii) unless otherwise specified in the LPA, by a resolution of all the general partners and a two thirds majority of limited partners Except to the extent that such provisions are not consistent with the ELP Act, the provisions of Part 5 of the Companies Act (2025 Revision) dealing with liquidations and the Company Winding Up Rules (2023 Consolidation) will be deemed to apply to the winding up and dissolution of an ELP For voluntary dissolutions in accordance with the LPA and following a vote of the partners as specified above, only certain limited reporting provisions of Part 5 of the Companies Act apply	Dissolution of a limited partnership must be carried out in accordance with the Guernsey LP Law and the terms of the LPA A limited partnership shall be wound up by its general partner(s) unless a liquidator has been appointed by the Royal Court A limited partnership shall be dissolved on the occurrence of any of the following: <ul style="list-style-type: none"> on the occurrence of any event specified in the LPA (if any) on the expiration of its fixed term, unless notice of its continuation is filed with the Guernsey Registrar not less than 15 days before if no term is fixed, on the expiration of a period of 30 years after its registration by written agreement of all partners on the death, legal incapacity, retirement, resignation, removal, bankruptcy or dissolution of a general partner unless: 	Winding up of a limited partnership shall be carried out in accordance with the Jersey LP Law and the terms of the LPA A limited partnership may be wound up by its general partner, by persons authorised under its LPA (eg a liquidator) or, in certain circumstances, by order of the Court The death, bankruptcy, dissolution, etc of the general partner triggers the winding up of the limited partnership unless, within 90 days of the commencement of the winding up, the limited partners (either unanimously or as provided for under the LPA) elect one or more general partners to take over and continue the activities of the limited partnership. Once winding up is complete; the request to cancel the registration of the limited partnership is then filed with the Jersey Registrar of Limited Partnerships. Dissolution takes effect upon the cancellation of registration of the declaration of the limited partnership being registered by the Registrar

	BVI	Cayman	Guernsey	Jersey
<p>How is the limited partnership wound up/dissolved? <i>continued</i></p>	<ul style="list-style-type: none"> on the limited partnership being struck off the register of limited partnerships on any ground other than non-payment of its annual fee or penalties <p>After the termination of the limited partnership, the general partner(s) may:</p> <ul style="list-style-type: none"> if the limited partnership has no assets and no liabilities, apply to the BVI Registrar to de-register the limited partnership, or if the general partner(s) have passed a solvency resolution, wind up the affairs of the limited partnership and distribute the surplus assets of the limited partnership (or appoint a liquidator (which may be a general partner) to do so), in accordance with the LPA and the LP Act 		<ul style="list-style-type: none"> the LPA permits the partnership business to be carried on by the remaining general partner(s) another general partner is immediately and validly appointed, or within a period of 90 days, all remaining partners agree in writing to continuation of the partnership business and to the appointment of such additional general partner(s) as necessary <ul style="list-style-type: none"> by order of the Royal Court of Guernsey, or if the limited partnership is struck off by the Guernsey Registrar <p>Upon dissolution of a limited partnership, notice of that fact must be filed with the Guernsey Registrar and published in La Gazette Officielle within seven days. The Guernsey Registrar will then remove the partnership from the Register and its certificate of registration will cease to be valid</p> <p>If the general partner(s) is a Guernsey company and is to be wound up, it can then be wound up via a voluntary winding up (if it is solvent). A voluntary strike off process is also available</p>	<p>If the general partner(s) is a Jersey company and is to be wound up, it can then be wound up via a summary winding up (if it is solvent)</p>

Contacts

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