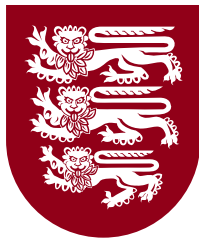


# STATES OF JERSEY



Jersey

## **DRAFT LIMITED PARTNERSHIPS (JERSEY) AMENDMENT LAW 202-**

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**Lodged au Greffe on 26th November 2025  
by the Minister for External Relations  
Earliest date for debate: 20th January 2026**

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**STATES GREFFE**



Jersey

## **DRAFT LIMITED PARTNERSHIPS (JERSEY) AMENDMENT LAW 202-**

### **European Convention on Human Rights**

In accordance with the provisions of Article 16 of the Human Rights (Jersey) Law 2000, the Minister for External Relations has made the following statement –

In the view of the Minister for External Relations, the provisions of the Draft Limited Partnerships (Jersey) Amendment Law 202- are compatible with the Convention Rights.

Signed: **Deputy I.J. Gorst of St. Mary, St. Ouen and St. Peter**  
*Minister for External Relations*

Dated: 24th November 2025

## REPORT

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### Purpose:

The purpose of the draft amendment law is to put on to a statutory footing the framework for enabling eligible foreign limited partnerships to continue as limited partnerships in Jersey. In consequence, the [Limited Partnerships \(Continuance\) \(Jersey\) Regulations 2023](#) will be repealed.

### Background:

Jersey has long been recognised as a leading jurisdiction for the establishment and administration of limited partnerships, particularly in the funds and private equity sectors.

The ability for foreign limited partnerships to migrate and continue in Jersey enhances the island's competitiveness, aligning Jersey with other international finance centres that offer similar continuance regimes.

The current regime, established under the Limited Partnerships (Continuance) (Jersey) Regulations 2023 ("LP Regs"), has been found to be better suited to primary legislation rather than secondary legislation. This amendment therefore consolidates and strengthens the legal framework.

### Consultation:

During the Summer and Autumn of 2025, the Government of Jersey consulted industry via Jersey Finance Limited on proposed draft amendments to the [Limited Partnerships \(Jersey\) Law 1994](#) ("LP Law"). The Government of Jersey sought views and comments on the proposed amendments to the LP Law. Given the technical nature of the proposed amendments which move the framework from the LP Regs into the LP Law, a limited "informal" consultation took place with the Limited Partnership Working Group. The informal consultation ran from 14 June 2025 to 17 November 2025. The Jersey Financial Services Commission ("JFSC") (including the Registry) were also consulted during this period.

The Government of Jersey received 7 responses to the consultation, all of which indicated contentment with the proposed amendments. Following discussions with the JFSC on the proposals no further comments were received.

### The Draft Law Amendments:

The draft law amendments propose the following amendments:

*Article 2* amends Article 1 of the LP Law to include limited partnerships continued under these provisions.

A new Part 2A be inserted into the LP Law via Article 3 setting out the process for continuance. The principal provisions of the process for continuance are:

- (1) Article 29A sets out the definition of eligible foreign limited partnership, which is a partnership formed outside of Jersey, without legal personality, with a least one general partner and one limited partner.
- (2) Article 29B provides the eligibility criteria. Continuance is permitted unless prohibited by the foreign jurisdiction. Disqualification applies in the partnership is insolvent, subject to winding up, receivership or deregistration.
- (3) Article 29C details the application process. Applications must be made to the JFSC in an approved form, accompanied by certified formation documents, solvency

statements, declarations and any required authorisations from the foreign jurisdiction.

- (4) Article 29D provides that the JFSC may grant or refuse applications, with refusals subject to appeal to the Royal Court. Public interest groups may justify refusal.
- (5) Article 29E requires that upon registration, the Registrar issues a certificate of continuance, which serves as conclusive evidence of compliance.
- (6) Article 29F confirms that continuance does not create a new partnership but preserves existing rights, obligations, assets, liabilities and proceedings.

*Article 4* repeals the LP Regs ensuring all provisions are contained within primary legislation.

#### **Financial and staffing implications:**

There are no financial or staffing implications for the States of Jersey because of these amendments.

#### **Children's Rights Impact Assessment:**

There is no direct or indirect impact on children and the duty to have due regard to the UN Convention on Rights of the Child does not arise. Accordingly, a Children's Rights Impact Assessment is not required under the [Children \(Convention Rights\) \(Jersey\) Law 2022](#).

#### **Human Rights**

The notes on the human rights aspects of the draft Law in the **Appendix** have been prepared by the Law Officers' Department and are included for the information of States Members. They are not, and should not be taken as, legal advice.

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**APPENDIX TO REPORT****Human Rights Notes on the Draft Limited Partnerships (Jersey) Amendment Law 202-**

These notes have been prepared in respect of the draft Limited Partnerships (Jersey) Amendment Law 202- (the “**draft Law**”) by the Law Officers’ Department.

**These notes are included for the information of States Members. They are not, and should not be taken as, legal advice.**

The draft Law gives rise to no human rights concerns. It provides for the incorporation of certain provisions of the Limited Partnerships (Continuance) (Jersey) Regulations 2023 (the “Temporary Regulations”) into the Limited Partnerships (Jersey) Law 1994 and for the Temporary Regulations to be revoked.

## EXPLANATORY NOTE

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The Limited Partnerships (Jersey) Amendment Law 202-, if passed, will incorporate certain provisions of the Limited Partnerships (Continuance) (Jersey) Regulations 2023 (“the temporary Regulations”) into the Limited Partnerships (Jersey) Law 1994. The temporary Regulations were made by the States for a period of 3 years under the Orders in Council of 1771 and 1884 to enable eligible foreign limited partnerships to continue in Jersey as limited partnerships, and are due to expire on 17 July 2026. The temporary Regulations replaced the Limited Partnerships (Continuance) (Jersey) Regulations 2020, also made on a temporary basis for a period of 3 years. There are no changes of substance to the process by which the continuance of eligible foreign limited partnerships as limited partnerships in Jersey is permitted, or to the effect of continuance.

*Article 1* introduces the amendments to the Limited Partnerships (Jersey) Law 1994 (“the Law”).

*Article 2* modifies the definition “limited partnership” in Article 1 of the Law (interpretation) to include limited partnerships continued under the new Part 2A.

*Article 3* inserts new Part 2A in the Law (eligible foreign limited partnerships may continue in Jersey) consisting of Articles 29A to 29F, which reproduce provisions currently set out in Regulations 1 to 6 of the temporary Regulations, with necessary modifications. (Regulations 7 to 10 are not included because they are already covered by the Law or spent.) The Articles to be inserted provide as follows:

- Article 29A defines “eligible foreign limited partnership” for the purposes of Part 2A.
- Article 29B provides that an eligible foreign limited partnership may continue as a limited partnership in Jersey if the law of the jurisdiction in which it is formed does not prohibit its continuance, subject to certain disqualifying circumstances including if it is being wound up or has been deregistered for another purpose.
- Article 29C sets out the requirements for the application to the Commission by an eligible foreign limited partnership seeking to continue as a limited partnership in Jersey.
- Article 29D sets out procedural steps for the Commission to grant an application to continue as a limited partnership under the Law, or to refuse the application on public interest grounds, and provides a right of appeal to the Royal Court.
- Article 29E empowers the registrar, once the necessary documents have been received from the Commission, to register the declaration of an eligible foreign limited partnership as a limited partnership under Article 4, and to issue a certificate of continuance.
- Article 29F provides that once a certificate of continuance is issued the limited partnership is not to be treated as a partnership formed under the laws of a jurisdiction outside Jersey, and specifies the effects of continuance.

*Article 4* repeals the temporary Regulations, which would otherwise expire on 17 July 2026.

*Article 5* provides for citation and commencement.



Jersey

## **DRAFT LIMITED PARTNERSHIPS (JERSEY) AMENDMENT LAW 202-**

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Jersey

## DRAFT LIMITED PARTNERSHIPS (JERSEY) AMENDMENT LAW 202-

A LAW to amend the [Limited Partnerships \(Jersey\) Law 1994](#) to make provision for eligible foreign limited partnerships to continue in Jersey as limited partnerships and, in consequence, to repeal the [Limited Partnerships \(Continuance\) \(Jersey\) Regulations 2023](#).

*Adopted by the States* [date to be inserted]

*Sanctioned by Order of His Majesty in Council* [date to be inserted]

*Registered by the Royal Court* [date to be inserted]

*Coming into force* [date to be inserted]

**THE STATES**, subject to the sanction of His Most Excellent Majesty in Council, have adopted the following Law –

### 1 **[Limited Partnerships \(Jersey\) Law 1994](#) amended**

Articles 2 and 3 amend the [Limited Partnerships \(Jersey\) Law 1994](#).

### 2 **Article 1 (interpretation) amended**

In Article 1, at the end of the definition “limited partnership” there is inserted “or continued under Part 2A”.

### 3 **Part 2A (eligible foreign limited partnerships may continue in Jersey) inserted**

After Article 29 there is inserted –

#### PART 2A

##### ELIGIBLE FOREIGN LIMITED PARTNERSHIPS MAY CONTINUE IN JERSEY

#### **29A Meaning of eligible foreign limited partnership**

In this Part –

“eligible foreign limited partnership” means a partnership, without legal personality, formed under the law of a jurisdiction outside Jersey, with –

- (a) one or more partners who are liable for all the debts and obligations of the partnership; and
- (b) one or more partners whose liability for the debts and obligations of the partnership is limited.

### **29B Eligible foreign limited partnership may continue in Jersey**

- (1) An eligible foreign limited partnership may continue as a limited partnership in Jersey under this Law if the law of the jurisdiction in which it is formed does not prohibit its continuance.
- (2) However, an eligible foreign limited partnership is disqualified from continuing as a limited partnership in Jersey if –
  - (a) it is being wound up;
  - (b) a receiver or equivalent person has been appointed in relation to any of its assets;
  - (c) an application has been made to a court in another jurisdiction for its winding up or for it to be subject to equivalent insolvency proceedings, and that application has not been determined; or
  - (d) it has been deregistered in the jurisdiction in which it is registered for a purpose other than continuing as a limited partnership in Jersey under this Law.

### **29C Application to continue as a limited partnership in Jersey**

- (1) An application for an eligible foreign limited partnership to continue as a limited partnership in Jersey must be provided to the Commission in an approved form and accompanied by –
  - (a) a copy of its certificate of formation certified, in an approved form, to be a true copy, or another document that evidences its formation;
  - (b) a statement naming and signed by the general partner stating that the eligible foreign limited partnership –
    - (i) is solvent;
    - (ii) has applied to the Commission for its consent to the creation of interests under the limited partnership under Article 10 of the [Control of Borrowing \(Jersey\) Order 1958](#);
    - (iii) has delivered to the registrar a declaration that complies with Article 4(2) and (3); and
    - (iv) is not to have legal personality on its continuance in Jersey; and
  - (c) other documents or information as the Commission may require in respect of the application.
- (2) The application must also be accompanied by evidence, satisfactory to the Commission, of the following –
  - (a) that the application to continue has been approved by the general partner; and

- (b) if the law of the jurisdiction under which the eligible foreign limited partnership is or was formed requires an authorisation to continue as a limited partnership in Jersey, that the eligible foreign limited partnership has obtained that authorisation.
- (3) If the evidence required by paragraph (2)(b) cannot be produced, then the Commission may rely on a statement signed by the general partner that the matters mentioned in that paragraph have occurred.
- (4) In this Article, “approved form” means a form approved by the Commission.

#### **29D Determination of application to continue**

- (1) The Commission may grant an application for an eligible foreign limited partnership to continue as a limited partnership under this Law if the Commission –
  - (a) is satisfied that the requirements of Articles 29B and 29C have been met; and
  - (b) has consented to the creation of interests under the limited partnership under Article 10 of the [Control of Borrowing \(Jersey\) Order 1958](#).
- (2) If an application is granted, the Commission must inform the registrar as soon as practicable and deliver to the registrar the documents that accompanied the application.
- (3) The Commission must inform the applicant of its decision as soon as practicable after it has made its determination.
- (4) If the Commission determines to refuse the application, the Commission must, no later than 14 days after informing the applicant of its decision, provide the applicant with a statement in writing of the reasons for the refusal.
- (5) The Commission may, if it is of the opinion that it would be contrary to the public interest to register the eligible foreign limited partnership as a limited partnership under this Law, refuse the application.
- (6) An applicant may appeal to the Court, by the time limit specified in paragraph (7), against a refusal of its application on the ground that the decision of the Commission was unreasonable having regard to all of the circumstances of the case.
- (7) The time limit for an appeal is no later than 28 days after the applicant receives the Commission’s statement of reasons under paragraph (4).
- (8) On hearing the appeal, the Court –
  - (a) may confirm or reverse the decision of the Commission; and
  - (b) may make an order as to the costs of the appeal as it thinks appropriate.

#### **29E Issue of certificate of continuance**

- (1) The registrar must not register the declaration of an eligible foreign limited partnership as a limited partnership under Article 4 unless the registrar has received the documents from the Commission under Article 29D(2).
- (2) When the registrar registers the eligible foreign limited partnership as a limited partnership under this Law, the registrar must also –

- (a) register the documents received from the Commission under Article 29D(2);
  - (b) issue a certificate of continuance to the eligible foreign limited partnership; and
  - (c) send a copy of the certificate to the appropriate official or public body in the other jurisdiction under which the eligible foreign limited partnership is or was formed.
- (3) A certificate of continuance issued to an eligible foreign limited partnership under paragraph (2) is conclusive evidence that –
  - (a) the eligible foreign limited partnership has complied with Articles 29B and 29C; and
  - (b) the eligible foreign limited partnership has continued as a limited partnership under this Law under the name specified in the application from the date specified in the certificate of continuance.
- (4) A certificate of continuance issued under this Article must be signed by the registrar and sealed with the registrar's seal.
- (5) For the purpose of Article 10(1) of the [Control of Borrowing \(Jersey\) Order 1958](#), the partnership interests and any other interests under the eligible foreign limited partnership in existence immediately before the certificate of continuance is issued to the limited partnership are taken to have been created on the date specified in the certificate of continuance.

#### **29F Effect of continuance**

- (1) On and from the day that a certificate of continuance is issued to an eligible foreign limited partnership under Article 29E –
  - (a) the limited partnership is not to be treated as a partnership formed under the laws of a jurisdiction outside Jersey; and
  - (b) all assets and other property (including all choses in action and any right to make capital calls of the limited partnership) previously held or deemed to be held or acquired by or on behalf of the eligible foreign limited partnership are taken to be the property of the limited partnership held under Article 11(2).
- (2) The continuance of the limited partnership does not –
  - (a) create a new limited partnership;
  - (b) affect any partnership interest;
  - (c) affect an act done before the continuance; or
  - (d) affect the rights, powers, authorities, functions or obligations of the eligible foreign limited partnership, any partner or any other person before the continuance.
- (3) Without limiting paragraphs (1) or (2) –
  - (a) no conviction, judgment, ruling, order, claim, debt or liability due or to become due, and no cause existing, in favour of or against the eligible foreign limited partnership or in favour of or against any partner or other person in relation to it, is to be affected by its continuance as a limited partnership under this Law; and

- (b) no proceedings, whether civil or criminal, pending at the time of the issue of a certificate of continuance by or against the eligible foreign limited partnership or any partner or other person in relation to it, are to be abated or discontinued by its continuance as a limited partnership under this Law, but the proceedings may be enforced, prosecuted, settled or compromised by or against the limited partnership or by or against the partner or other person.

#### **4 Limited Partnerships (Continuance) (Jersey) Regulations 2023 repealed**

The Limited Partnerships (Continuance) (Jersey) Regulations 2023 are repealed.

#### **5 Citation and commencement**

This Law may be cited as the Limited Partnerships (Jersey) Amendment Law 202- and comes into force 7 days after it is registered.