Department of **Local Government, Industry Regulation and Safety**

GOVERNMENT OF WESTERN AUSTRALIA

LPF02

This form is effective from 1 July 2025

Application for registration of an incorporated limited partnership

Limited Partnerships Act 2016 s45,46 and 47

Please read this information before completing this form

ABOUT THIS FORM

Use this form to apply to register an incorporated limited partnership (ILP) under the *Limited Partnerships Act 2016*.
To be eligible, the partnership must be:

- a venture capital limited partnership (VCLP)
- an early stage venture capital limited partnership (ESVCLP)
- an Australian venture capital fund of funds (AFOF)
- a venture capital management partnership (VCMP)
- or intending to be any of the above.

HOW TO COMPLETE THIS FORM

- You can complete this form onscreen and then print it, or print it first and complete it by hand.
- If completing by hand, please use a **blue or black pen** and write in **BLOCK LETTERS**
- **Complete questions 1 to 6 in every case.**
- **Complete question 7a, 7b or 7c depending on the type of partners forming the partnership**

RELATED INFORMATION

- An Incorporated limited partnership (ILP) is a type of limited partnership which creates a separate legal entity responsible for all its own debts and obligations. In this arrangement:
    - At least one partner (called ***general partners***) manages the partnerships business and has **unlimited liability for the partnership's debts and obligations**
    - One or more other partners (called ***limited partner***) have **limited liability for the partnership's debts and obligations** and are only responsible for the partnership's debts up to the amount they agreed to contribute.
- ILP's are commonly used for high-risk venture capital projects.
- **General partners** must not be:
    - insolvent
    - convicted of certain offences involving fraud or dishonesty
    - otherwise prohibited under the *Limited Partnerships Act 2016*.
- **Limited partners** must not participate in managing the partnerships business. If they do, they may be treated as general partners.
- A written partnership agreement must be in force at all times between the partners in an ILP.

<u>After registration</u>

- The ILP is formed upon registration with Consumer Protection.
- The words "I.L.P.", "ILP", or "an Incorporated Limited Partnership" must appear at the end of the firm name on all documents and stationery issued by the ILP.
- ILPs do not need to register a business name if the business is conducted under the full registered name.
- ILP's must notify Consumer Protection of any changes to the ILP's particulars (e.g. change of partners, addresses, contribution amounts etc.) within 7 days of the change occurring.
- If the ILP is dissolved or ceases to carry on business, it must notify Consumer Protection as soon as practicable.

RELATED INFORMATION (cont.)

- If the ILP is registered on the basis of **intending to apply for** registration or recognition as **a VCLP, ESVCLP AFOF or VCMP** it must attain registration or recognition within two years of registration and notify Consumer Protection
    - Within one month attaining registration or recognition; or
    - As soon as practicable after the two-year period if registration or recognition is not attained.

FEES

Please refer to Fees and forms for limited partnerships webpage for current application fees. GST is not payable on these fees.

HOW TO LODGE AND PAY

Once you have completed this form and prepared your supporting documents, you can lodge it using one of the following methods:

In person:	Submit your completed form and documents at: Cashier Services Level 1, Mason Bird Building 303 Sevenoaks Street CANNINGTON Opening hours: 8:30 am to 4:30 pm (weekdays)
By post	• **Credit card or Bpay:** You will receive a Payment Number (PN) after your form is received. Use this number to pay via Consumer Protection's secure online payment portal at: https://payportal.dmirs.wa.gov.au/. • **Cheque or money order:** Make payable to "Department of Local Government, Industry Regulation and Safety" and post it with your completed form to: Department of Local Government, Industry Regulation and Safety Associations and Charities Locked Bag 14 CLOISTERS SQUARE PERTH WA 6850

WHAT HAPPENS NEXT

- The form and supporting documents will be reviewed. We will contact you in writing if further information is needed.
- This form may not be processed if it is incomplete or is not completed correctly, is received without payment, and or is not accompanied by any necessary supporting documents.
- If the ILP is registered, you will be issued a Certificate of Registration which it must display at the ILP's registered office in WA.
- If any of the provided information changes after submission, please notify Consumer Protection as soon as possible.

PRIVACY

Consumer Protection at the Department of Local Government, Industry Regulation and Safety (LGIRS) is collecting and holding information supplied for the purposes of the *Limited Partnerships Act 2016* (the Act).

In accordance with the Act, information on this form will be recorded in the Register of Limited Partnerships. A copy of the Register is available for inspection by the public upon payment of a prescribed fee. In other instances, information on this form can be disclosed without your consent where authorised or required by law.

CONTACT

For assistance with completing this form, or information about the progress of an application, contact the Consumer Protection on:

Telephone	**1300 30 40 74 or (08) 6552 9300** (8:30 am to 4:30 pm weekdays)
Email	**ltdpartnerships@lgirs.wa.gov.au**
Website	**https://www.consumerprotection.wa.gov.au/limited-partnerships**

The above information is intended as a guide only and is included to assist you in completing and lodging this form. This page is not part of the form. If required, professional advice should be obtained regarding the matters dealt with in this form

Department of **Local Government, Industry Regulation and Safety**

GOVERNMENT OF WESTERN AUSTRALIA

LPF02

Application for registration of an incorporated limited partnership

Limited Partnerships Act 2016 s45,46 and 47

OFFICE USE ONLY

1. Contact details of person lodging this application

The name and contact details of the person with whom we can discuss this application.

Title | Name | Surname

Email | Telephone

Address

Suburb | State | Postcode

2. What is the proposed firm name of the incorporated limited partnership?

3. What is the registered office address for the incorporated limited partnership?

*An incorporated limited partnership must have an office in Western Australia. Post office addresses are **not acceptable**.*

Address

Suburb | State | Postcode

State: **WA**

4. What is the postal address for the incorporated limited partnership?

A contact address may be nominated for the incorporated limited partnership. A post office box is acceptable.

Address

Suburb | State | Postcode

5. Number of partners

Incorporated limited partnerships must have at least one, but no more than 20 general partners and at least one limited partner.

Number of general partners

Number of limited partners

6. How does the partnership meet the requirements for registration as an incorporated limited partnership?

(a) Venture Capital Limited Partnership

☐ The partnership is currently registered as a Venture Capital Limited Partnership (VCLP) in accordance with Part 2 of the Venture Capital Act 2002 (Cth). Evidence of this registration is attached.

OR

☐ The partnership intends to apply for registration as a Venture Capital Limited Partnership (VCLP) in accordance with Part 2 of the Venture Capital Act 2002 (Cth).

(b) Early Stage Venture Capital Limited Partnership

☐ The partnership is currently registered as a Early Stage Venture Capital Limited Partnership (ESVCLP) in accordance with Part 2 of the Venture Capital Act 2002 (Cth).Evidence of this registration is attached.

OR

☐ The partnership intends to apply for registration as Early Stage Venture Capital Limited Partnership (ESVCLP) in accordance with Part 2 of the Venture Capital Act 2002 (Cth)

(c) Australian Venture Capital Fund of Funds

☐ The partnership is currently registered as an Australian Venture Capital Fund of Funds in accordance with Part 2 of the Venture Capital Act 2002 (Cth). Evidence of this registration is attached

OR

☐ The partnership intends to apply for registration as an Australian Venture Capital Fund of Funds in accordance with Part 2 of the Venture Capital Act 2002 (Cth).

(d) Venture Capital Management Partnership

☐ The partnership is a Venture Capital Management Partnership within the meaning of s.94D(3) of the Income Tax Assessment Act 1936 (Cth)

OR

☐ The partnership intends to meet the requirements for recognition as a Venture Capital Management Partnership within the meaning of s.94D(3) of the Income Tax Assessment Act 1936 (Cth).

7a. Partners – Individuals

Provide details of all INDIVIDUAL partners in this Limited Partnership and whether they are a general or limited partner.

Individual 1

Title | First / Given Name(s) | Family / Surname

Date of birth (dd/mm/yyyy) | Place of birth

Residential address

Suburb | State | Postcode

This person will be a: ☐ GENERAL PARTNER

☐ LIMITED PARTNER ▶ *The partner's liability is limited to the agreed contribution amount set out below*

Agreed contribution amount:	$
Amount **paid**:	$
Amount **unpaid**:	$

I declare that:
- **The contents of this document are, to the best of my knowledge and belief, complete, correct and true.**
- **I understand that, under section 97 of the *Limited Partnerships Act 2016*, it is an offence to lodge a document that is false or misleading in a material matter, whether by statement or omission.**

Signature | Date signed (dd/mm/yyyy)

Individual 2

Title | First / Given Name(s) | Family / Surname

Date of birth (dd/mm/yyyy) | Place of birth

Residential address

Suburb | State | Postcode

This person will be a: ☐ GENERAL PARTNER

☐ LIMITED PARTNER ▶ *The partner's liability is limited to the agreed contribution amount set out below*

Agreed contribution amount:	$
Amount **paid**:	$
Amount **unpaid**:	$

I declare that:
- **The contents of this document are, to the best of my knowledge and belief, complete, correct and true.**
- **I understand that, under section 97 of the *Limited Partnerships Act 2016*, it is an offence to lodge a document that is false or misleading in a material matter, whether by statement or omission.**

Signature | Date signed (dd/mm/yyyy)

More than 2 individuals as partners? Please copy this page as required

7b. Partners – Corporations

Provide details of all CORPORATION partners in this Limited Partnership and whether they are a general or limited partner.

Corporation 1

Full name of corporation

Place of incorporation (Aust State or Country if overseas)

Australian Company Number (ACN)

Registered office address (PO Box addresses **cannot** be accepted)

Suburb

State

Postcode

This corporation will be a: ☐ GENERAL PARTNER

☐ LIMITED PARTNER ▶ *The partner's liability is limited to the agreed contribution amount set out below*

Agreed contribution amount:	$
Amount **paid**:	$
Amount **unpaid**:	$

I declare that:

- **The contents of this document are, to the best of my knowledge and belief, complete, correct and true.**
- **I understand that, under section 97 of the *Limited Partnerships Act 2016*, it is an offence to lodge with the Consumer Protection a document that is false or misleading in a material matter, whether by statement or omission.**

Signature of Director

Date signed (dd/mm/yyyy)

Full name of Director

Corporation 2

Full name of corporation

Place of incorporation (Aust State or Country if overseas)

Australian Company Number (ACN)

Registered office address (PO Box addresses **cannot** be accepted)

Suburb

State

Postcode

This corporation will be a: ☐ GENERAL PARTNER

☐ LIMITED PARTNER ▶ *The partner's liability is limited to the agreed contribution amount set out below*

Agreed contribution amount:	$
Amount **paid**:	$
Amount **unpaid**:	$

I declare that:

- **The contents of this document are, to the best of my knowledge and belief, complete, correct and true.**
- **I understand that, under section 97 of the *Limited Partnerships Act 2016*, it is an offence to lodge a document that is false or misleading in a material matter, whether by statement or omission.**

Signature of Director

Date signed (dd/mm/yyyy)

Full name of Director

More than 2 corporations as partners? Please copy this page as required

7c. Partners – Other partnerships

Provide details of all OTHER PARTNERSHIP partners in this Limited Partnership and whether they are a general or limited partner.

Partnership 1

Full name of partnership

Place of registration (Aust State or Country if overseas)

Registration number

Registered office address (PO Box addresses **cannot** be accepted)

Suburb

State

Postcode

This corporation will be a: ☐ GENERAL PARTNER

☐ LIMITED PARTNER ▶ *The partner's liability is limited to the agreed contribution amount set out below:*

Agreed contribution amount:	$
Amount **paid**:	$
Amount **unpaid**:	$

I declare that:

- **The contents of this document are, to the best of my knowledge and belief, complete, correct and true.**
- **I understand that, under section 97 of the *Limited Partnerships Act 2016*, it is an offence to lodge a document that is false or misleading in a material matter, whether by statement or omission.**

Signature of General Partner

Date signed (dd/mm/yyyy)

Full name of General Partner

Partnership 2

Full name of partnership

Place of registration (Aust State or Country if overseas)

Registration number

Registered office address (PO Box addresses **cannot** be accepted)

Suburb

State

Postcode

This corporation will be a: ☐ GENERAL PARTNER

☐ LIMITED PARTNER ▶ *The partner's liability is limited to the agreed contribution amount set out below*

Agreed contribution amount:	$
Amount **paid**:	$
Amount **unpaid**:	$

I declare that:

- **The contents of this document are, to the best of my knowledge and belief, complete, correct and true.**
- **I understand that, under section 97 of the *Limited Partnerships Act 2016*, it is an offence to lodge a document that is false or misleading in a material matter, whether by statement or omission.**

Signature of General Partner

Date signed (dd/mm/yyyy)

Full name of General Partner

More than 2 partnerships as partners? Please copy this page as required