



LIMITED LIABILITY PARTNERSHIPS ACT 2012:
PRACTICE NOTE NO. 1/2019

**PROCEDURES FOR RECTIFICATION OF DOCUMENTS
LODGED AND REGISTERED WITH THE COMPANIES
COMMISSION OF MALAYSIA**

This Practice Note is issued pursuant to section 20C of the Companies Commission of Malaysia Act 2001.

OBJECTIVE

1. This Practice Note serves to clarify the procedures in which documents that have been lodged and registered with the Companies Commission of Malaysia (SSM) may be rectified.

BACKGROUND

2. The accuracy of information contained in documents or information submitted to the Registrar is important to ensure that public reliance on such information is not compromised. As such, any person lodging documents with the Registrar must ensure that the information lodged is accurate and must not be misleading.

3. However, SSM recognises that mistakes or errors may inadvertently occurred in documents lodged with the Registrar. In such circumstances, the Registrar may through the power vested in him, rectify such mistakes or errors as provided for under section 71 of the Limited Liability Partnerships Act 2012 (LLPA 2012).

4. Pursuant to section 71 of the LLPA 2012, the Registrar may rectify the register if -

- (a) an application under subsection 71(1) is received;
- (b) on the Registrar's own accord pursuant to subsection 71(4); or
- (c) upon receipt of a Court's order under subsection 71(9).

CIRCUMSTANCES IN WHICH DOCUMENTS LODGED AND REGISTER MAY BE RECTIFIED

5. Subsection 71(1) of the LLPA 2012 provides that a person may apply to the Registrar to rectify the register if an entry -

- (a) has been omitted;
- (b) is incorrect; or
- (c) has been included in error.

6. An application made pursuant to subsection 71(1) of the LLPA 2012 must be supported with evidence that an entry to the register needs to be rectified within the parameters allowed under the subsection.

7. However, the Registrar may request further document(s) or to furnish any information as the Registrar deems necessary in order to decide whether the entry is to be rectified or otherwise

8. In addition to the requirement of furnishing evidence to support an application, the Registrar may also require the applicant to give notice of that application to such other person as the Registrar may specify, being a person who appears to the Registrar to be concerned or to have an interest in the business.

9. If the Registrar refuses an application for rectification, the Registrar will notify the applicant of the decision in writing together with the grounds of refusal.

CIRCUMSTANCES WHEN REGISTRAR MAY REFUSE THE RECTIFICATION

10. Notwithstanding paragraph 5, the Registrar may refuse the application if:

- (a) the error, mistake or omission does not arise in the ordinary course of the discharge of the duties of the Registrar;
- (b) the lodgment date of the document containing the error, mistake or omission is more than seven (7) years; or
- (c) a winding order has been granted by the Court against the LLP.

APPEAL ON THE REGISTRAR'S DECISION

11. The decision of the Registrar relating to an application is final.

12. However, if the Registrar has refused an application, the aggrieved person may appeal to the Court within 30 days of the said decision to determine the matter

13. A Court Order obtained resulting from an appeal against the decision of the Registrar shall be lodged with the Registrar within the time frame prescribed by Court or fourteen (14) days from the date of the order if no time frame is prescribed by the Court. The Registrar shall rectify the register accordingly upon lodgement of the said order.

RECTIFICATION BY WAY OF COURT ORDER

14. In any event if it appears to a person that any information recorded in the register contains matter that is false, fraudulent and misleading, he may apply to the Court pursuant to subsection 71(9) specifying in detail any changes they seek to rectify, and the Court may, upon evidence adduced before it, make an order for the Registrar to rectify the register in the manner specified in such order and the Registrar shall upon lodgement of the said order, rectify the register accordingly.

15. An order made by the Court shall be lodged with the Registrar within the time frame prescribed by Court or fourteen (14) days from the date of the order if no time frame is prescribed

by the Court. The Registrar shall rectify the register accordingly upon lodgement of the said order.

PROCEDURES IN SUBMITTING AN APPLICATION FOR RECTIFICATION

16. All application to rectify the register must be made to the Registrar and accompanied by supporting documents which must be certified by the compliance officer. The following are some of the examples of supporting documents (non-exhaustive):

- (a) copy of identification card;
- (b) copy of appointment letter;
- (c) copy of utility bills;
- (d) copy of relevant register books (if relevant);
- (e) copy of relevant contractual or partnership agreement;
- (f) copy of extract of LLP's minutes of meetings;
- (g) copy of resolution;
- (h) copy of relevant Court Order; or
- (i) any other relevant documents.

17. An applicant must observe the following procedures for a rectification to be submitted to the Registrar i.e.:

- (a) the amended document(s) to correct the omission, errors and incorrect entry in the earlier lodged or registered documents should be lodged and done online via Portal MyLLP;

- (b) the correction(s) made should be highlighted by underlining the corrected information on the amended document(s);
- (c) the phrase **"This is filed by way of amendment to the Form ... dated ... which is erroneous"** should also be printed on the top right hand cover of the first page of the amended document(s) for easy identification;
- (d) the amended document(s) should also be accompanied with a declaration (please refer **Template 1** on 'Declaration' for reference purposes) by the person making the lodgement justifying the need for the amendment; or
- (e) if the rectification is by way of Court Order, the Court Order which contains the changes that the applicant seek to rectify should be lodged with the Registrar.

18. For the purposes of paragraph 17(d) above, the person making the lodgement includes—

- (a) partner;
- (b) compliance officer;
- (c) liquidator; or
- (d) any other interested person who has been allowed to lodge document(s) under the Act.

FEE APPLICABLE

19. An application to rectify the earlier lodged or registered documents or information must be accompanied with an application fee of RM 150 pursuant to Item 8, Schedule of Fees (Regulation 4) of the Limited Liability Partnerships Regulations 2012 (**'LLP Regulations 2012'**).

20. If the Court Order lodged pursuant to paragraph 13 and 14 above, the fee applicable is RM 100 pursuant to Item 19, Schedule of Fees (Regulation 4) of the LLP Regulations 2012.

21. This Practice Note serves to reiterate the importance of ensuring that a LLP shall lodge documents which contain only adequate and accurate information to the Registrar.

REGISTRAR

COMPANIES COMMISSION OF MALAYSIA

DATED: 27TH DECEMBER 2019

(Please be informed that this template is for reference only. In no event shall Companies Commission of Malaysia (SSM) be liable for any damages, whether in an action of contract, negligence or tort, arising out of the contents in this template)

Template 1

DECLARATION FOR THE APPLICATION TO RECTIFY THE INFORMATION/DOCUMENT IN THE REGISTER OF LIMITED LIABILITY PARTNERSHIP UNDER SECTION 71 OF THE LIMITED LIABILITY PARTNERSHIPS ACT 2012

I/We..... (NRIC/Passport no.) being the *partner/compliance officer/liquidator (or interested person-please state.....) of LLP (LLP No) registered under the Limited Liability Partnerships Act 2012;

or

I/We(NRIC/ Passport no.Director of.....(name and registration no. of the body corporate) being the partners of LLP (LLP No.) registered under the Limited Liability Partnerships Act 2012;

do solemnly and sincerely declare the following:-

- (i) I/we have been duly appointed by the *LLP/Court (in the situation when the PLT is in liquidation) to act in applying the rectification herein submitted;
- (ii) All interested party(or parties) who will be affected by this application has been notified and I/we did not receive any objection for this application to be made before the Registrar;
- (iii) That Registrar/SSM will not be held responsible to any party for changes made resulting from this application;
- (iv) The LLP as stated above has not involved in legal proceedings within or outside Malaysia involving the documents/information intended to be rectified herein;
- (v) That the LLP information/documents of the above LLP *has been omitted/is incorrect/has been included in error due to (please state the reasons and use separate sheet if the space provided is not enough):

Declaration:

I/we confirm that the facts and information stated in this document are true and to the best of my knowledge.

Signed by Applicant/s:

.....

Name:

Date:

**Strike out (delete) whichever is not applicable*

Attention:

It is an offence under section 80 of the Limited Liability Partnerships Act 2012 to make or authorize the making of a statement that a person knows is false or misleading and that person may be liable, upon conviction, to imprisonment for a term not exceeding five years or to a fine not less than one hundred and fifty thousand and not more than five hundred thousand ringgit or to both.

LODGER INFORMATION

Name :
NRIC No :
Address :
Phone No :
Email :