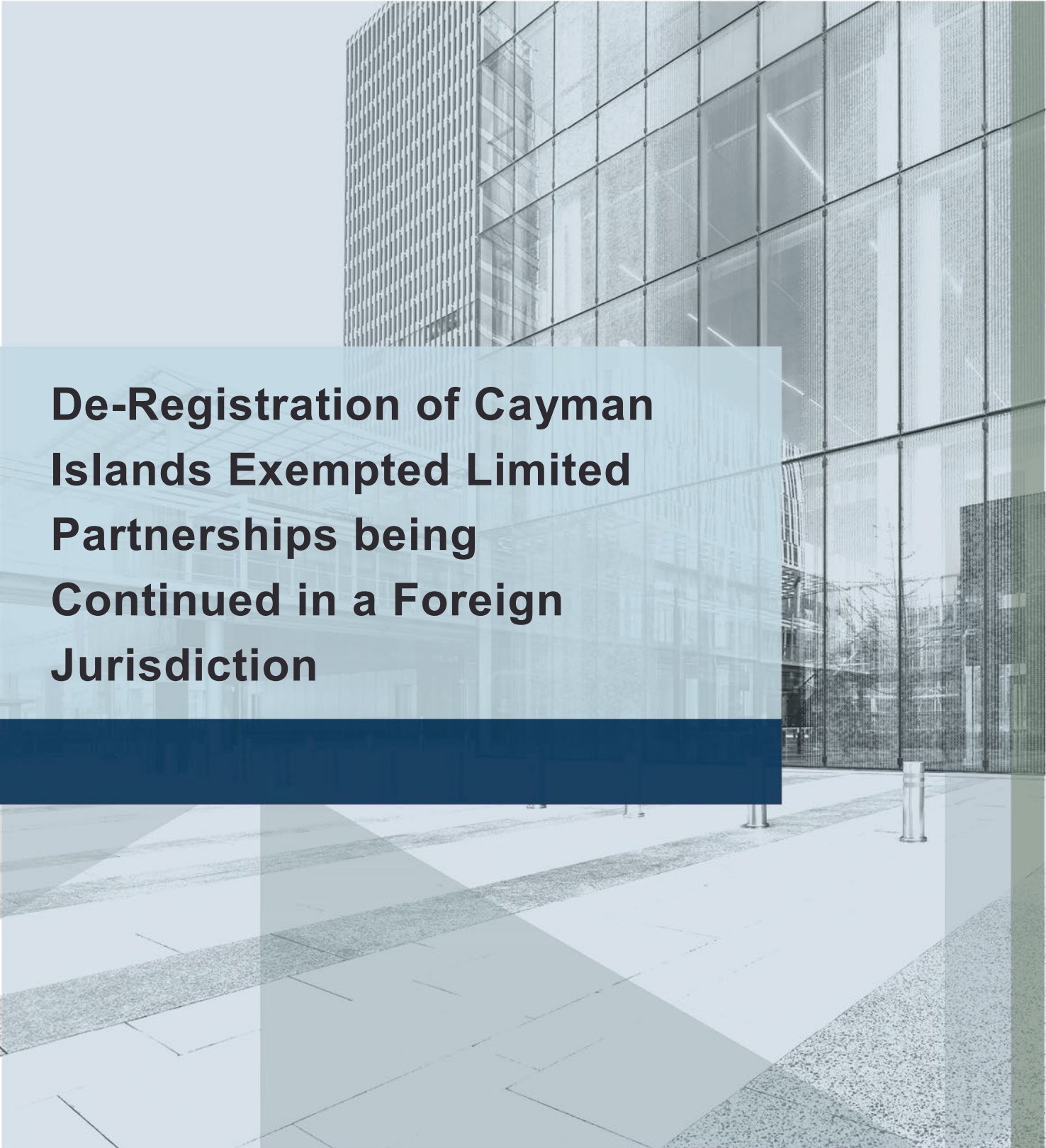


CONYERS

A photograph of a modern glass skyscraper with a grid-like facade, viewed from a low angle. The building is partially obscured by a semi-transparent blue overlay containing text. The foreground shows a paved plaza with a pattern of light and dark tiles.

De-Registration of Cayman Islands Exempted Limited Partnerships being Continued in a Foreign Jurisdiction

Preface

This publication has been prepared for the assistance of those who are considering the process of de-registering a Cayman Islands exempted limited partnership to a foreign jurisdiction. It deals in broad terms with the requirements of Cayman Islands Exempted Limited Partnership Act for the process of de-registration. It is not intended to be exhaustive but merely to provide an outline of the rules by which the process of de-registration of a Cayman Islands exempted limited partnership for which we hope will be of use to the clients of Conyers.

Before proceeding with any process of de-registration in the Cayman Islands, clients are advised to consider the implications in their home jurisdiction and should consult with other professional advisers as appropriate.

We also recommend that our clients seek legal advice in Cayman on their specific proposals before taking steps to implement them.

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1. INTRODUCTION

The Exempted Limited Partnership Act (2021 Revision) (the “**Act**”) of the Cayman Islands (the “**Islands**”) provides that a general partner of an exempted limited partnership (the “**Applicant**”) may apply to the Registrar of Companies (the “**Registrar**”) for the exempted limited partnership (the “**Applicant Partnership**”) to be de-registered in the Islands.

2. CONDITIONS TO BE SATISFIED PRIOR TO DE-REGISTRATION

The Registrar will de-register an Applicant Partnership if the following conditions are satisfied:

- (a) The Applicant proposes to register the Applicant Partnership by way of continuation in a jurisdiction which permits or does not prohibit the transfer of the Applicant Partnership in the manner provided in the Act (a “**Relevant Jurisdiction**”).
- (b) The Applicant has paid the Registrar a fee equal to three times the annual fee that would have been payable in the January immediately preceding the application for de-registration.
- (c) The Applicant has filed with the Registrar notice of any change in the name or dual foreign name of the Applicant Partnership, change in the Applicant Partnership and a change in its proposed registered office or agent for service of process in the Relevant Jurisdiction.
- (d) No petition or other similar proceeding has been filed and remains outstanding or order made or resolution adopted to wind up, dissolve or liquidate the Applicant Partnership in any jurisdiction and no time or event has occurred upon which the Applicant Partnership is to be wound up.
- (e) No receiver, trustee or administrator or other similar person has been appointed in any jurisdiction and is acting in respect of the Applicant Partnership, its affairs or its property or any part thereof.
- (f) No scheme, order, compromise or other similar arrangement has been entered into or made whereby the rights of creditors of the Applicant Partnership are and continue to be suspended or restricted.
- (g) The Applicant is not insolvent.
- (h) The application for de-registration is bona fide and not intended to defraud creditors or the limited partners of the Applicant Partnership.
- (i) The Applicant has delivered to the Registrar an undertaking signed by an authorised signatory of the Applicant that notice of the transfer has been or will be given within twenty-one days to the secured creditors of the Applicant Partnership.

- (j) Any consent or approval to the transfer required by any contract or undertaking entered into or given by the Applicant Partnership has been obtained, released or waived, as the case may be.
- (k) The transfer is permitted by and has been approved in accordance with the partnership agreement of the Applicant Partnership.
- (l) The laws of the Relevant Jurisdiction with respect to transfer have been or will be complied with.
- (m) The Applicant, if licensed under the Banks and Trust Companies Act, the Insurance Act, the Companies Management Act, the Mutual Funds Act or the Securities Investment Business Act, has obtained consent of the Cayman Islands Monetary Authority to the transfer.
- (n) The Applicant Partnership will upon registration under the laws of the Relevant Jurisdiction continue as a partnership, body corporate or other form of entity.
- (o) The Applicant Partnership is in good standing with the Registrar and all outstanding fees due to be paid in relation to the Applicant Partnership are paid.
- (p) The Registrar is not aware of any other reason why it would be against the public interest to de-register the Applicant.

To satisfy the requirements in paragraphs (a) – (h), (j) – (l) and (n), a voluntary declaration or affidavit of a director of the Applicant to the effect that, having made due enquiry, he is of the opinion that the requirements of those paragraphs have been met must be filed with the Registrar.

The declaration or affidavit must include a statement of the assets and liabilities of the Applicant Partnership made up as at the date of the declaration or affidavit or the date as close as practicable to the date of the declaration or affidavit.

An authorised signatory of the Applicant who makes such a declaration or affidavit without reasonable grounds to be guilty of an offence and is liable on summary conviction to a fine of CI\$15,000 / US\$18,293 and to a term of imprisonment for five years.

3. DOCUMENTATION REQUIRED FOR DE-REGISTRATION

The Registrar, once satisfied, will de-register an Applicant Partnership on the receipt and completeness of the following documents:

- (a) Affidavit of an authorised signatory of the Applicant on behalf of the Applicant Partnership sworn before a notary or commissioner of oaths annexing a current statement of assets and liabilities;
- (b) Undertaking of an authorised signatory of the Applicant on behalf of the Applicant Partnership providing notice of the transfer to Secured Creditors;

- (c) Authorised Signatory Certificate of the Applicant on behalf of the Applicant Partnership regarding the new registered office/ agent for service in the Relevant Jurisdiction;
- (d) Authorised Signatory Declaration of the Applicant on behalf of the Applicant Partnership in support of the application to the Registrar; and
- (e) payment of the applicable fee;
- (f) evidence that the transfer is permitted by, and has been approved in accordance with, the partnership agreement (typically a certified copy of resolutions of directors of the Applicant on behalf of the Applicant Partnership approving the de-registration and continuation and where approval from the limited partners of the Applicant Partnership is required by the partnership agreement, a certified copy of the resolutions of the limited partners approving the de-registration and continuation);
- (g) Certificate of Good Standing of the Applicant Partnership;
- (h) notice of any proposed change of name (if the Applicant Partnership's name will be changed on continuation to new jurisdiction). If the name will be changed prior to de-registration this should (preferably) be dealt before the de-registration application is filed;
- (i) if Conyers Trust Company (Cayman) Limited does not provide the company's registered office, an urgent fax to the Registrar authorising the Registrar to deal with Conyers and/or Conyers Trust Company (Cayman) Limited in respect of filing and collecting documents from the Registrar in respect of the Applicant Partnership's de-registration;
- (j) confirmation as to whether the de-registration filing will be an express or normal route. The express route is 24-36 hour turn-around by the Registrar. The normal route turn-around is approximately 3 to 5 business days;
- (k) confirmation as to whether the Applicant requires any certified copies of the Certificates of De-registration, as certified by the Registrar; and
- (l) filing fee.

4. PROCESS OF DE-REGISTRATION

Once the application has been filed with the Registrar, the Applicant Partnership will be de-registered within approximately 3-5 business days or 24-36 hours if express de-registration is applied for. The effective date of discontinuation will be the date the application was submitted to the Registrar.

On the de-registration the Registrar will issue a certificate under his hand and seal of office to the effect that the Applicant Partnership has been de-registered as an exempted limited partnership and specifying the date of such de-registration. The Registrar is also required to enter the date of de-registration in the register of exempted limited partnerships. The Registrar will also give notice in the Cayman Gazette of the de-registration of the Applicant Partnership, the jurisdiction under the laws of which the Applicant Partnership has been registered by way of continuation and the name of the Applicant Partnership, if changed.

From the date of the Certificate of De-registration, the Applicant Partnership shall not by virtue of that de-registration alone cease to be a partnership, body corporate or other entity under the laws of the Relevant Jurisdiction. Note however, that de-registration will not operate in relation to the Applicant Partnership:

- (a) to create a new legal entity, unless provided by the laws of the Relevant Jurisdiction;
- (b) to prejudice or affect the identity or continuity or of the Applicant Partnership as previously constituted unless provided by the laws of the Relevant Jurisdiction;
- (c) to affect the property of the Applicant Partnership;
- (d) to affect any appointment made, resolution passed or any other act or thing done in relation to the Applicant Partnership pursuant to a power conferred by the partnership agreement of the Applicant Partnership or by the laws of the Islands;
- (e) except to the extent provided by or pursuant to this part of the Act, to affect the rights, powers, authorities, functions and liabilities or obligations of the Applicant Partnership or any other person unless provided by the laws of the Relevant Jurisdiction; or
- (f) to render defective any legal proceedings by or against the Applicant Partnership, and any legal proceedings that could have been continued or commenced by or against the Applicant Partnership before its de-registration may, notwithstanding the de-registration, be continued or commenced by or against the Applicant Partnership after de-registration.

5. PROCEEDING TO THE NEXT STEP

Conyers is well placed to act on the de-registration of a Cayman Islands exempted limited partnership. In order to proceed, we will require instructions together with a modest retainer to cover the de-registration fees and other disbursements. Any excess will be held on account of our professional legal fees. A specific estimate of costs can be provided upon request.

This publication is not intended to be a comprehensive statement of relevant laws in the Cayman Islands affecting a potential Applicant Partnership. Legal advice should be sought before commencing the de-registration/continuation process.

This publication should not be construed as legal advice and is not intended to be relied upon in relation to any specific matter. It deals in broad terms only and is intended merely to provide a brief overview and give general information.

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