

Cayman Islands 2017 Annual Client Memo

October 2017

Continuing Statutory Obligations of Cayman Islands Exempted Limited Partnerships Residence

Any one of the limited partners and the General Partner may be resident, domiciled, established, incorporated or registered in the Cayman Islands. However, at least one general partner must be resident in the Cayman Islands if an individual, or registered here (as a local or foreign corporation), if a corporation or a partnership. Under the Exempted Limited Partnership Law (2014 Revision), a Foreign Limited Partnership may act as the General Partner of the Exempted Limited Partnership, providing such Foreign Limited Partnership is established in a recognized jurisdiction and is registered in Cayman as a Foreign Registered Partnership.

Name

Every exempted limited partnership must include the words "Limited Partnership" or the letters "L.P." or "LP" in its name. The name may be preceded by or followed with a dual or foreign name. Under the Exempted Limited Partnership Law (2014 Revision), an Exempted Limited Partnership may have an additional foreign name, a "dual foreign" name, which will be reflected on the Certificate of Registration alongside the English form of the name.

Registration

Each exempted limited partnership is required to make an initial statement giving certain information such as its name; the nature of its business; its registered office address; the term of the partnership; the name and address of its General Partner; and a declaration that it conducts its business mainly outside of the Cayman Islands.

The Law now provides for expedited registration enabling registration on a new Exempted Limited Partnership on the same day as the filing.

Changes in Registered Particulars

Any changes to the details shown in the paragraph above should be advised to the Registrar by the General Partner within 60 days of that change by filing a section 10(1) statement. Failure to file changes to the registration particulars of the Exempted Limited Partnership with the Registry within the time constraint will result in penalties of US\$244 per day up to a maximum of US\$1,220 for non-compliance.

Register of Limited Partnership Interests & Register of Contributions

The General Partner under the Exempted Limited Partnership Law (2014 Revision) is required to maintain two registers for the Exempted Limited Partnership, the first register, the "Register of Limited Partners," must contain the name and address of each Limited Partner and the date of entry and/or withdrawal of each Limited Partner from the ELP. The second register, the "Register of Limited Partners Contributions," is required to record the amount and date of contributions of each Limited Partner, and the amount and date of any payment representing a return of the whole or any part of the Limited Partner's contribution. The register may be kept in an electronic format or any other medium, and can now be freely maintained anywhere in the world. Although not required by statute the register is usually held at the registered office. Trident requires, as a matter of "Know Your

Customer” policy, that details of all partners are held at the registered office and that all changes therein are advised to us promptly.

Register of Security Interests

The General Partner under the Exempted Limited Partnership Law (2014 Revision) is required to maintain a Register of Security Interests at the Registered Office. The Register of Security Interest in which shall be registered each security interest in relation to which a valid notice of the grant of a security interest over the whole or any part of a limited partnership interest has been served. The Register of Security Interests shall contain the identity of the grantor and grantee, the partnership interest or part thereof subject to the security interest and the date on which notice of the security interest was validly served.

Tax Information Sharing

The law now provides that, if a General Partner of an exempted limited partnership does not usually keep the register of limited partnership interests at the registered office in the Cayman Islands, or it neither keeps the books of account of the partnership at its registered office, nor at another place within the Cayman Islands, then should the Tax Information Authority (TIA) serve a notice or order on the General Partner, the General Partner must make the relevant register and the books of account available to the TIA at its registered office in the Cayman Islands.

The phrase “books of account” for TIA purposes is very broad and includes material underlying documentation such as contracts and invoices with regard to all money received and expended by an exempted limited partnership, all sales and purchases of goods by the exempted limited partnership and the assets and liabilities of the exempted limited partnership. The accounts can be provided in electronic form or any other medium. Failure to provide the register or books of account to the TIA upon service or order, without reasonable excuse, will result in a fine for the exempted limited partnership of US\$610 and a further fine of US\$122 for every day during which non-compliance continues.

Annual Return

Prior to 31 January each year, the General Partner must pay the prescribed fee and make a Declaration that the partnership has complied with the law.

Penalties for Late Payment of Annual Fees or Late Filing of Return

Up to 31 March	NIL
Between 1 April and 30 June	33.33%
Between 1 July and 30 September	66.67%
Between 1 October and 31 December	100%

A Certificate of Good Standing cannot be obtained for an exempted limited partnership with outstanding fees or returns after January 1st.