

Maintain an Overseas Limited Partnership

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Filing your annual return

The General Partners of an Overseas Limited Partnership must file an annual return every year with the Companies Office. You do not need to supply any financial information when completing an annual return form. The purpose is simply to ensure that the Overseas Limited Partnership details are up to date. The annual return must be filed by completing a prescribed form ([Form 10 Annual Return Form](#)) and sending it to:

Companies Office
Northern Business Centre
Private Bag 92061
Victoria Street West
Auckland 1142

The form requires the following information to be given:

- The name of the Overseas Limited Partnership and registration number
- Date of annual return e.g. dated as at a day within the annual return month
- Details of its overseas registered office, principal place of business in New Zealand, person authorised to accept service in New Zealand and postal address
- Details of the current General Partners
- Details of the General Partners who have ceased to be general partners since the last annual return
- Full name, postal address, email address, telephone number and facsimile of the presenter.

Annual Return must be signed by a General Partner or by a lawyer or chartered accountant authorised for that purpose.

Each annual return must also be accompanied by the following forms if there are any changes to the addresses, partners or name of the Overseas Limited Partnership:

- ([Form 11 Change of partner details of an Overseas Limited Partnership](#)) – Notification of changes must be lodged within 20 working days of the change
- ([Form 12 Change of Addresses of an Overseas Limited Partnership](#)) – Notification of changes must be lodged within 20 working days of the change
- ([Form 13 Change of name of an Overseas Limited Partnership](#))



Note

An Overseas Limited Partnership does not file an annual return in the calendar year of its registration.

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When do I file my annual return?

The Registrar will allocate an annual return filing month at the time the Overseas Limited Partnership is registered and will confirm when the annual return is due to be filed.

The Overseas Limited Partnership must file an annual return within the annual return filing month.

How do I change my annual return filing month?

You are able to change your annual return filing month by written request to the Registrar and sending it to:

Companies Office
Northern Business Centre
Private Bag 92061
Victoria Street West
Auckland 1142

How much does it cost to file an annual return?

There is no fee payable.

What happens if the Overseas Limited Partnership does not file an annual return every year?

An Overseas Limited Partnership must file an annual return with the Companies Office each year.

If an annual return is not filed by the due date, the Overseas Limited Partnership is at risk of the Registrar placing a note on the register that it is inactive.

Change of address of Overseas Limited Partnership

A number of addresses are held for each Overseas Limited Partnership. This includes:

- its overseas registered office address
- principal place of business in New Zealand
- details of the person authorised to accept service in New Zealand
- postal address.

The Registrar must be notified of any changes within 20 working days of the change.

All addresses, except for the overseas registered office and postal address, must be a physical address in New Zealand ie cannot be a Private Bag, DX or a 'virtual office' (that is a mail or message collection point).

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An Overseas Limited Partnership may apply to the Registrar to change its address by completing a prescribed form ([Form 12 Change of addresses of an Overseas Limited Partnership](#)) and sending it to:

Companies Office
Northern Business Centre
Private Bag 92061
Victoria Street West
Auckland 1142

The form requires the following information to be given:

- The name of the Overseas Limited Partnership and registration number
- The details of the change
- The date of change
- Full name, postal address, email address, telephone number and facsimile of the presenter.

The form must be signed by or on behalf of the Overseas Limited Partnership.

Does the address have to be a physical address?

The principal place of business in New Zealand and details of the person authorised to accept service in New Zealand must be physical addresses ie cannot be a Private Bag, DX or a “virtual office” (that is a mail/message collection point). If any of these addresses are at the offices of any firm of chartered accountants or lawyers, or at the offices of any other person then full particulars are required e.g. name of firm including any particulars of the location in any building etc.

The postal address may be either a postal address or residential address.

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Change of General Partner details of an Overseas Limited Partnership

A range of information is held for each Overseas Limited Partnership. Included are details of each General Partner. As these details change, the changes must also be recorded on the Register.

Changes should be updated within 20 working days of the change.

An Overseas Limited Partnership may apply to the Registrar to change details relating to the General Partners by completing a prescribed form ([Form 11 Change of partner details](#)) and sending it to:

Companies Office
Northern Business Centre
Private Bag 92061
Victoria Street West
Auckland 1142

The form requires the following information to be given:

- The name of the Overseas Limited Partnership and registration number
- The details of the change
- The date of change
- Full name, postal address, email address, telephone number and facsimile of the presenter.

The form must be signed by or on behalf of the Overseas Limited Partnership.

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Change of name

An Overseas Limited Partnership may apply to the Registrar to change its name by completing a prescribed form ([Form 13 Notice of change of name of Overseas Limited Partnership](#)) and sending it to:

Companies Office
Northern Business Centre
Private Bag 92061
Victoria Street West
Auckland 1142

The form requires the following information to be given:

- The existing name of the Overseas Limited Partnership and registration number
- The details of the change in details e.g. proposed name
- Full name, postal address, email address, telephone number and facsimile of the presenter.

The form must be dated and signed by or on behalf of the Overseas Limited Partnership.



Note

The name of the Overseas Limited Partnership must be identical to the name of the Overseas Limited Partnership registered in its home jurisdiction.

Certificate of change of name

The Registrar will issue a new Certificate of Registration which includes details of the change of name to the presenter of the application confirming that the Overseas Limited Partnership details have been updated on the Register.

When does the change of name take effect from?

A change of name of an Overseas Limited Partnership takes effect from the date the Registrar updates the register. The change of name does not affect rights or liabilities of the Overseas Limited Partnership; and does not affect legal proceedings by or against the Overseas Limited Partnership. Legal proceedings begun or continued against the Limited Partnership under its former name may be begun or continued against it under its new name.