

*Law of Partnerships in Singapore Including LLP and LP* BY YEO HWEE YING  
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\$88.00]

Partnership law is one of the great survivors of English colonial rule. The basic precepts of the United Kingdom (“UK”) *Partnership Act*, 1890 (UK), 53 & 54 Vict, c 39 [*UK Partnership Act*] can still be found in Australia, Canada, New Zealand, Nigeria, India, Malaysia and even Ireland. The same is true of Singapore (there is a very useful appendix to the book giving a comparative table of the partnership statutes of the UK, Singapore and Malaysia). It follows that many of the national decisions on partnership law can be translated across boundaries. In some areas there have been different developments from the *Partnership Act* (such as the nature of a partner’s interest in property) whereas in others there is unanimity.

In this new edition of her book on partnership law in Singapore, Yeo Hwee Ying, the author, begins by establishing the constitutional position in Singapore as to the status of local as opposed to UK and Australian law and the interface between them. The book then continues by looking at the nature and definition of a partnership,

forming a partnership, the external dealings between partners and outsiders, the internal dealings between the partners *inter se*, partnership property, dissolution, winding up and taxation of partnerships. These chapters contain a considerable amount of material which is clearly presented and explained with detailed footnotes for further research. There is an imaginative use of local and overseas authorities, with the accent quite properly on the former. Particularly impressive is the chapter on partnership property, an area still fraught with uncertainties some 200 years since it first became an *issue* and her explanation of the relationship between sections 10 and 11 of the Singapore *Partnership Act* (Cap 391, 1994 Rev Ed Sing). Her explanation of the various possibilities is crystal clear. The only area missing perhaps is consideration of the insolvency either of the firm or the individual partners, or both, which is a minefield in the UK.

The book refers briefly to two areas currently the subject of considerable dispute in the UK. The first is the consequence of the acceptance by one of the partners of a repudiatory breach by one or more of the other partners. There is a stark difference between the English, Scottish and Australian judicial authorities in this area, but it does not seem to have been an issue in Singapore. The other is the more profound question as to whether a partner may also be an employee of the partnership. Until very recently it was accepted that was not possible as one cannot employ oneself (a partnership is not a separate entity) but comments by four members of the UK Supreme Court in 2015 suggest that might not be the final answer. This question frequently arises in the UK because of access to the various employment protection statutes on the one hand and attempts to avoid being taxed as an employee on the other. This may therefore be a UK problem but it does go to the root of partnership law.

Of course, the major change in this new edition is the inclusion of chapters on limited partnership ("LP") and limited liability partnership ("LLP"). These came into being in Singapore in 2009 and 2005 respectively. LPs have been around since 1907 in the UK but have recently mushroomed as vehicles of choice for collective investment schemes. In her chapter, the author provides a comprehensive guide to this new form of partnership in Singapore, clearly based on the UK model but with considerable improvements designed for the venture capital industry (the UK is now catching up with reform proposals on the table). Recent case law on the rights of limited partners to bring actions against the manager or general partner and to inspect the firm's books is included in this new treatise. Again there is a useful section on the tax treatment of LPs.

The final chapter on LLPs is an anomaly in any book on partnerships (as it is in the UK). This is because Singapore has adopted the UK model of a LLP as being based on the corporate form (with legal personality) rather than the partnership one. (The editor of the leading UK treatise on partnership law refuses to deal with it on the basis that unlike a LP it is not a partnership). The author brings out the reality which is that a LLP is neither a company nor a partnership, but is instead *sui generis*, and treated in practice as a form of business medium more akin to a partnership than a company. These are early days for LLP law both in Singapore and the UK, although case law is beginning to emerge in the UK which is referred to by the author, particularly on the question of fiduciary duties owed by members to each other and to the LLP itself. Much more case law will follow and no doubt require a further edition of the book.

The book overall is a significant addition to Singapore's jurisprudence. A clear and informative guide for those coming to the subject afresh or for the first time, yet with enough depth for the practitioner who needs to work on a specific area. The author has achieved a clear balancing act both as between length and detail and between Singapore and other sources. It is highly recommended.

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