

12 February 2025

MFSA Launches Framework for Collective Investment Schemes Structured as Limited Partnerships without Separate Legal Personality

Reference is made to the Consultation document issued on the 21 February 2024 ([link](#)) and the corresponding feedback statement published on the 11 November 2024 ([link](#)) in relation to the proposed establishment of a framework for Collective Investment Schemes (CISs) structured as Limited Partnerships without separate legal personality – Special Limited Partnership Funds (SLPFs).

The Malta Financial Services Authority (MFSA) is today launching this framework which forms part of a number of strategic policy initiatives being undertaken by the Authority in relation to asset management.

In this respect, reference should be made to the **Investment Services Act (Special Limited Partnership Funds) Regulations** (the Regulations) – <https://legislation.mt/eli/ln/2025/31/eng>

Stakeholders should take note of the following:

1. CISs that can be Structured as SLPFs

As already highlighted in the Feedback Statement, this structure is only available to non-retail fund frameworks targeting qualifying and/or professional investors. As a result, CISs structured in the form of an SLPF shall be licensed or notified, as applicable, under one of the below regulatory fund frameworks:

- Professional Investor Funds;
- Notified Professional Investor Funds;
- Alternative Investment Funds; or
- Notified Alternative Investment Funds.

2. Updates to the Regulations

Further to the positions highlighted in the Feedback Statement, the following updates have been incorporated into the Regulations:

Amendments to the Limited Partnership Agreement

The Limited Partnership Agreement (LPA) is the constitutive element of a Special Limited Partnership Fund. The essential contents this contract must include are outlined in the Regulations, which also stipulate that the LPA must be subject to the Authority's approval.

Further consideration has been given to the provisions concerning changes to the LPA. To ensure consistency with respect to the elements requiring initial regulatory approval, Regulation 9, addressing changes in the Partnership Agreement, has been revised. Accordingly, any changes concerning the matters mandatorily required to be included in the LPA, as outlined in Regulation 8(4), shall be subject to the prior approval of the MFSA, while other amendments will only necessitate a notification.

Currency

In view of the specific characteristics of SLPFs, the Authority has determined that it is not necessary to require the Limited Partnership Agreement (LPA) to specify the base currency of units issued.

Accordingly, the final Regulations focus solely on the requirement for the LPA to specify the accounting currency of the SLPF, ensuring alignment with the framework's objectives while avoiding unnecessary prescriptive requirements.

3. Amendments to Existing Rulebooks

The establishment of a framework for SLPFs requires amendments to existing funds' rulebooks as follows:

- an amendment to Part A of the PIF, NPIF, AIF and NAIF Rulebook to include the SLPF within the structures available for the set up of CIS under the abovementioned frameworks and set out the applicable provisions for the approval of the Limited Partnership Agreement (LPA).

- amendments to Part B of the NAIF Rulebook and to the Supplementary Rules of the PIF, AIF and NAIF Rulebooks to ensure that all provisions concerning CISs structured as Limited Partnership in terms of the Companies Act would, *mutatis mutandis*, be applicable also to CISs structured as SLPFs.

4. Submission of UBO Information

As outlined in the Feedback Statement, SLPFs would be considered to be an association of persons in terms of the Civil Code, albeit governed by special provisions established under the Investment Services Act. Their Beneficial Owners would therefore need to be disclosed with the Malta Business Registry (as with any other type of association), in terms of Regulation 3 of Civil Code (Second Schedule) (Register of Beneficial Owners - Associations) Regulations.

For guidance on submitting Beneficial Ownership information, prospective SLPFs are directed to the Malta Business Registry's [guidance note](#) and can access the applicable forms on the [MBR webpage](#).

5. Special Limited Partnership Fund Name

As part of the process for establishing a Special Limited Partnership Fund (SLPF), stakeholders should be aware of the requirements set out in Regulation 6, which governs the naming of such funds.

Accordingly, stakeholders shall ensure that the proposed name of a Special Limited Partnership Fund (SLPF) is not the same as, or too similar to, the name of an existing commercial partnership registered with the Malta Business Registry (MBR). The list of names currently in use by registered entities is publicly available [through the online system](#) on the MBR website.

6. Approval Process of the Limited Partnership Agreement

Being established under the Investment Services Act, the SLPF framework is entirely administered by the MFSA. The Authority is responsible for both the approval of the Limited Partnership Agreement (LPA) constituting the SLPF and for the authorisation of the fund within the applicable regulatory framework.

To obtain approval for the LPA, applicants must submit a true copy of the signed LPA along with a completed version of the Annex AX55: Limited Partnership Agreement Checklist, which is available on the MFSA website. The timing of submission depends on whether the SLPF is applying for a licence or a notification:

- Prospective applicants for a Professional Investor Fund (PIF) or Alternative Investment Fund (AIF) licence must submit the true copy of the LPA and the LPA Checklist as part of their application documentation, including the PIF/AIF Application Form and related ancillary documents.
- For a Notified AIF or Notified PIF, applicants must submit the true copy of the Partnership Agreement and the LPA Checklist prior to submitting the NPIF/NAIF Notification pack. Applicants are further advised that the notification will not be considered complete until MFSA approval of the Partnership Agreement is obtained. As such, the applicable timeframe for the inclusion of a Notified Fund on the MFSA's list of Notified PIFs or AIFs will not begin until approval is granted. The Notified PIF and Notified AIF Rulebooks have been updated to reflect this change.

Further updates and developments on the MFSA's strategic initiatives will be made public on the Authority's website. Should there be any queries in relation to the above, do not hesitate to contact us at assetmanagementstrategy@mfsa.mt.