



**UNIVERSITI PUTRA MALAYSIA**

**IN SEARCH OF A REGIME OF LIMITED LIABILITY IN  
MALAYSIAN PARTNERSHIPS**

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**FBMK 2002 19**

**IN SEARCH OF A REGIME OF LIMITED LIABILITY IN  
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By

**ZUHAIRAH ARIFF BT. ABD GHADAS**

Thesis Submitted in Fulfillment of the Requirement for the Degree of Doctor  
of Philosophy in The Graduate School of Management  
Universiti Putra Malaysia

October 2002



Dedicated to my beloved mother, Hjh Rahmah bt. Ambia, my husband Mohd Asri b. Sulong and jewels of my heart:

Mohd Amir Ariff b. Mohd Asri  
Nur Mujahidah Ariff bt. Mohd Asri  
Nur Athirah Ariffah bt. Mohd Asri  
Nur Syuhada Ariffah bt. Mohd Asri  
Mohd Harith Ariff b. Mohd Asri  
Mohd Irfan Ariff b. Mohd Asri  
Mohd Asyraaf Ariff b. Mohd Asri  
Baby

Abstract of thesis presented to the Senate of University Putra Malaysia in  
fulfillment of the requirement for the degree of Doctor of Philosophy

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**Chairman: Prof.Dr. Shaik Mohd Noor Alam B. Shaik Mohd Hussain**

**Faculty: Modern Languages and Communication**

For many years, partnership has been the oldest and the most basic entity choice which combines the efforts of more than one individual. As commerce progresses, partnership has to compete with other business entities, especially the company which gains much favour due to the advantage of limited liability. Being an unincorporated business association, partnership applies the principle of unlimited liability whereby partners are jointly and personally liable for partnership obligations to the extent they exceed the assets of the partnership.

The principle of unlimited liability in partnership is constantly criticized as it imposes heavy obligations and high business risks upon the partners. However, despite the disadvantages it carries, the principle of unlimited liability in partnership is neither replaced nor modified. Instead, the partnership laws are expanded to include alternatives, such as limited partnerships and limited liability partnerships, which

which provide the advantages of limited liability to the partners. The practice of limited partnerships and limited liability partnerships is already recognized and widely accepted in developed countries such as the United States of America, the United Kingdom of Great Britain and Northern Ireland, France and Germany. In Malaysia, the practice of partnership is still confined to general partnerships. There is neither development nor major amendment being made to the existing partnership laws. The latest development in Malaysian partnership laws was seen in Labuan when the Labuan Offshore Limited Partnership Act 1997 was passed to allow limited partnership to be practised in the Island.

With the development and expansion of partnership laws that allows limited liability to be practised in a partnership, it is high time for Malaysia to look at these alternatives as one of the means to expand business options and increase investments in this country. Nonetheless, in proposing the practice of limited liability in partnerships, there are many aspects which need to be clarified, such as the entity of the firm, the extent of limited liability which a partner has, the effect on partners' and third parties' rights and also the dividing line which differentiates a partnership with limited liability from a limited liability company.

With the above queries and concern in mind, it is the aim of this thesis to clarify the legal aspects of partnerships in the search of the application of limited liability in Malaysian partnerships.

Abstrak tesis yang dikemukakan kepada Senat Universiti Putra Malaysia  
sebagai memenuhi keperluan untuk ijazah Doktor Falsafah

**PENCARIAN SATU REGIM YANG MEMBENARKAN AHLI  
MENGHADKAN LIABILITI DALAM PERKONGSIAN DI MALAYSIA**

Oleh

**ZUHAIRAH ARIFF BT. ABD GHADAS**

**Oktober 2002**

**Pengerusi:       Profesor Dr Shaik Mohd Noor Alam B. Shaik Mohd Hussain**

**Fakulti:         Fakulti Bahasa Moden dan Komunikasi**

Buat masa yang lama, struktur perkongsian merupakan medium perdagangan yang tertua dan paling asas bagi pihak yang berniaga secara berkumpulan. Apabila ekonomi berkembang, perkongsian terpaksa bersaing dengan entiti perniagaan yang lain, terutama sekali syarikat, yang lebih disukai disebabkan kelebihan liabiliti berhadnya. Berbeza dengan struktur syarikat, ahli dalam perkongsian mengamalkan prinsip liabiliti tanpa had di mana ahli-ahli dan firma berkongsi bersama untuk membayar liabiliti perniagaan .

Prinsip liabiliti tanpa had adalah merupakan elemen utama struktur perkongsian yang sentiasa dikritik kerana ia menyebabkan ahli-ahli terpaksa menanggung liabiliti perniagaan yang tinggi dan secara tidak langsung menghalang perkembangan perniagaan dalam bentuk perkongsian. Walaupun prinsip ini dikritik berterusan, ia tidak dimansuhkan dan aplikasinya masih di teruskan sehingga hari ini.

Bagi mengatasi masalah liabiliti tanpa had dalam perkongsian, struktur perkongsian yang baru telah diperkenalkan di mana ahli-ahli dibenarkan menghadkan liabiliti mereka di dalam perniagaan. Struktur baru ini telah digunakan dengan meluas di negara-negara maju seperti Amerika Syarikat, United Kingdom, Perancis dan Germany. Di Malaysia, struktur perkongsian masih terhad kepada perkongsian biasa sahaja. Walaupun pada tahun 1997, Akta Perkongsian Terhad (Persisiran) Labuan telah diluluskan untuk membenarkan perkongsian terhad dipraktik di Labuan, ia hanyalah terhad di wilayah Labuan sahaja dan tidak dikembangkan ke negeri-negeri lain dalam Malaysia.

Berdasarkan perkembangan terbaru dalam struktur perkongsian pada masa kini, telah sampai masanya untuk mengembangkan pilihan medium perniagaan dalam negara ini. Dengan memperkenalkan struktur perkongsian yang membenarkan ahli menghadkan liabiliti, bukan sahaja pilihan struktur perniagaan akan bertambah, malahan ia juga akan dapat menarik lebih pelaburan ke dalam negara ini.

Walau bagaimanapun, beberapa aspek penting perlu dikaji sebelum struktur perkongsian terhad dan perkongsian liabiliti berhad boleh diperkenalkan di negara ini. Di antaranya, entiti struktur perkongsian itu, had liabiliti yang dibenarkan, hak ahli dan pihak ketiga dalam struktur baru itu dan juga aspek-aspek penentu yang membezakan perkongsian liabiliti berhad dengan syarikat. Berlandaskan persoalan-persoalan ini, maka menjadi objektif utama kajian ini untuk menyelaraskan aspek-aspek perundangan berkaitan struktur perkongsian liabiliti berhad untuk membolehkan ia dipraktikkan di Malaysia.

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- A Salomon v A Salomon & Co.Ltd [1897] AC 22
- Aas v Benham [1891] 2 Ch 244
- Abbot v Traesury Solicitor & Others [1969] 1 WLR 1575
- ADT Ltd v BDO Hamlyn [1996] BCC 808
- Allagappa Chettiar v Colliseum Cafe [1962] MLJ 111
- Att. Gen v Boden [1912] 1 KB 539
- Att.Gen v Great Northern Railway [1860] 1 Dr. & Sm. 154
- Att.Gen v Ralli (1936) 15 ATC 532
- Bagel v Miller [1903] 2 KB 212
- Bank of Australasia v Breillat (1847) 13 ER 642
- Bevan v Webb [1901] 2 Ch.59
- Bishop v Finsbury Securities Ltd. [1966] 1 wlr 1402
- Bligh v Brent (1837) 2 Y & C 268
- Brown, Jason & Co. v Hutchinson (No.2) [1895] 2 QB 126, CA
- Burchell v Wilde [1900] 1 Ch 551
- Burchnell v Equity Trustees, Executor & Agency Co.Ltd (1929) 42 CLR 384
- Caldicott v Griffith (1853) 8 Ex 898
- Carmicheal v Evans [1904] 1 Ch 486
- Cheesman v Price (1865) 35 Beav 142
- Chooi Siew Cheong v Lucky Height Development Sdn. Bhd [1964] 30 MLJ
- Citizen's Life assurance Co. v Brown (1904) AC 426

Clements v Norris (1878) 8 Ch.D 129  
 Collen v Wright (1857) 8 E&B 647  
 Commercial Bank v Lakeman (1890) 7 WN (NSW) 40  
 Const v Harris (1824) Turn & R 496  
 Construction Engineering (Aus) Pty Ltd v Hexyl Pty. Ltd [1985] 155 CLR 541  
 Corporate Affairs Commission v Sutton [1983] NSWLR 631  
 Cox v Coulson [1916] 2 KB 177  
 Cox v Hickman (1860) 8 HLC 268  
 Craig v Finance Consultants Pty. Ltd [1964] NSWLR 1012  
 Customs & excise Commissioners v Morrisson's Academy Boarding Houses  
 Association [1978] STC 1  
 Dickinson v Valpy (1829) 10 B&C 128  
 Dixon v Dixon [1904] 1 Ch 161  
 Donaldson v Williams (1833) 1 Cr. & M.345, 149 ER 432  
 Ebrahimi v Westbourne Galleries Ltd [1973] AC 360  
 Ex parte Buckley (1845) 14 M & W 469  
 Ex parte The Lancaster Land Co. (1829) 1 Mont Bank Case 116  
 Ex parte Wilson (1842) 3 Mont D & DEG 57  
 FA & AB Ltd. v Lupton [1968] 2 ALL ER 1042  
 Floyd v Cheney [1970] Ch 602  
 Franklin v CIR (1930) TC 464  
 Gillett v Peppercone [1840] 3 Beav. 78  
 Glass v Higgins (1871) 2 VR (e) 28  
 Glassington v Thwaites (1822) 57 ER 50

- Graham v Murmin (1862) 1 SCR (NSW) 195
- Green v Hertzog [1954] 1 WLR 1309
- Government of Malaysia v Gurcharan Singh & Ors [1968] 2 All ER 1042
- Hamlyn v Houston [1903] 1 KB 81
- Handyside v Campbell (1901) 17 TLR 623
- Hazeldane Pastrol Co. [1958] [1958] 100 CLR 541
- Heydon case (1584) 3 Co.Rep 7a
- Higgins v Beauchamp [1914] 3 KB 1192
- Highley v Walker (1910) 26 TLR 685
- International Harvester Co. (Aus) Pty.Ltd v Carrigane (1958) 100 CLR 644
- Jennings v Baddeley (1856) 69 ER 1029
- Jones v Noy (1833) 39 ER 892
- Kelly v Tucker (1907) 5 CLR 1
- Kendall v Hamilton [1879] 4 App Case 504
- Keow Seng & Co. v Trustees of Leong San Tong Kho Kongsí [1983] 2 MLJ 103
- Kirkintilloch Equitable Co-operative Society Ltd. V Livingstone [1972] S.L.T 154
- Kriziac v Ravinder Rohini Pty.Ltd (1990) 102 FLR 8
- Lang v James Morrison & Co.Ltd (1911) 13 CLR
- Latilla CIR (1943) 25 TC 107
- Lee v Neuschatel Asphalte Co. (1886) 41 Ch.D (1886) 41 Ch.D 361
- Lennard's Carrying Co. Ltd v Asiatic Petroleum Co. Ltd [1915] AC 705
- Loscombe v Russell (1830) 4 Sim 8
- Lyold v Grace [1912] AC 716



Mac Kinlay v Arthur Young Mc Clelland Moores & Co. [1990] 2 AC 239

Macaure v Northern Assurance Co. Ltd [1925] AC 619

Mann v D'Arcy [1968] 2 All ER 172

Marconi's Wireless Telegraph Co. v Newman [1930] 2 KB 292

Meekins v Henson [1964] 1 QB 472

Mercantile Credit Co. Ltd v Garrod [1962] All ER 1103

National Commercial Banking Corporation of Australia Ltd

v Batty (1986) 160 CLR 251

Natusch v Irving (1824) 398

Newstead v Frost [1979] 2 All ER 129

Nixon v Wood (1987) 284 E.G 1055

Olver v Hillier [1959] 1 WLR 551

Peake v Carter [1916] 1 KB 652, CA

Pearce v Foster (1886) 17 QBD 536

Phillips-Higgins v Harper [1954] 1 QB 411

Polkinghorne v Holland (1934) 51 CLR 143

Ponnukon v Jebaratnam [1980] 1 MLJ 282

Pooley v Driver (1876) 5 Ch.D 476

R v Knupfer [1915] 2 KB 321

R v Willis; Ex parte Martin (1879) 5 VLR (L) 149

Ratna Amal & Anor v Tan Chow Soo [1964] MLJ 39

Re Alexander & Co. (1915) 19 CLR 533

Re Almagamated Syndicate [1897] 2 Ch. 36

Re Barnard [1932] 1 Ch 269

Re John Thomson (1893) 1 SLT 59

Re Lead Company's Workmen Fund Society [1904] 2 Ch. 196

Re London & Southern Countries Freehold Land & Co. [1885] Ch.D 223

Re Noonan [1949] S&R Qd 62

Re Ruddock (1879) 5 VLR (IP&M) 51

Reid v Hollinshead (1825) 4 B&C 867

Sadler v Whitman [1910] 1 KB 889

Sayer v Bennett (1833) 29 ER 1084

Saywell v Pope (1979) 53 TC 40

Sithambaram Chetty & Ors v Hop Hing & Ors [1988] 1 WLR 1051, CA

Smith v Anderson (1880) 15 Ch.D 258

Smith v Jeyes (1841) 4 Beav 503

Sobell v Boston [1975] 1 WLR 1587

Stanley v Bank of England [1903] AC 114

Stock v Frank Jones (Tipton) Ltd [1978] 1 WLR 231

Stocker v CIR (1919) 7 TC 304

Stoll v Patterson & Co. Ltd [1915] 18 WALR 42

Sturgeon v Salmon (1906) 22 TLR 584

Sunrise Sdn.Bhd v First Profile (M) Sdn.Bhd [1996] 3 MLJ 533

Sutton Hospital Case 10 Rep 1(a) 32

Syers v Syers (1876) 1 App Cas 174

Tan Chin Cheang v Estate & Trust Agencies Ltd. (1932) FMSLR 129

Tan Teck Hee v Cheng Tian Peng (1915) 2 FMSLR 161

Thompson v Thompson [1962] HL 29

Trueman v Loder [1840] 113 ER 539

United Bank of Kuwait v Hammoud [1988] 1 WLR 1051

Walters v Bingham [1988] FTLR 260

Watteau v Fenwick [1893] 1 QB 346

Waugh v HB Clifford & Sons. Ltd [1982] Ch. 374

Wheatley v Smithers [1906] 2 KB 321

Whitwell v Arthur (1865) 55 ER 848

William & Anor v Natural Life Health Foods Ltd. (1998) 1 WLR 830

Windsor v Schroeder [1979] 129 NLJ 1266

Wise v Perpetual Trustee Co. [1903] 109 LT 219

Yonge v Toyubee [1910] 1 KB 215

## TABLE OF STATUTES

Partnership Act (Malaysia) 1961

Partnership Act (UK) 1890

Limited Partnership Act (UK) 1907

Labuan Offshore Limited Partnerships (Malaysia) Act 1977

Limited Liability Partnership (Jersey) Law 1997

Limited Liability Partnerships (UK) 2000

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## GLOSSARY OF TERMS

LLC: Limited Liability Companies

LLP Act: Limited Liability Partnership Act

LLP: Limited Liability Partnerships

LPA: Limited Partnership Act

PA: Partnership Act

UK: The United Kingdom of Great Britain and Northern Ireland

UK DTI: Department of Trade of United Kingdom

USA: The United States of America

US LLC: United States Limited Liability Companies

## CHAPTER ONE

### INTRODUCTION

The importance of partnership as a business vehicle is irrefutable. Its establishment in the commercial world was very much earlier than corporations. In fact, in the early days, it was the only business vehicle which was available for two or more persons with a common objective to conduct business. Today, partnerships are still widely practiced particularly in the small and medium enterprises. In fact, for the professionals, partnership is the most opted structure as there are still professions which do not allow incorporation. As of 1997, in the United Kingdom, there are approximately 600 000 partnerships<sup>1</sup>, whilst in Malaysia, there are more than 800 000 unincorporated business associations registered with the Registrar of Businesses<sup>2</sup>.

Partnerships have a long history of establishment. The laws governing partnership were traced in the civilized European world when the Eastern Roman Emperor Justinian (A.D.527-565) resolved to codify the law. The Emperor Justinian entrusted his leading academic lawyers and civil servants to codify the laws and as a result, the “*Institutes*” and the “*Digest*” were published in A.D 533. Book III Title XXV of the *Institutes* gave an account of partnership (*societas*) which was fully recognized as the basis of modern partnership law

Until the second half of the nineteenth century, partnership was recognized as an important business vehicle as it was the only business structure in which two or

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<sup>1</sup> Department of Trade and Industry Statistical Bulletin of SMES 1997 shows that there are approximately 600 000 partnerships in the UK.