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c 371 Partnerships Registration Act

Ontario

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CHAPTER 371

Partnerships Registration Act

1.—(1) Persons associated in partnership for trading, manufacturing or mining purposes shall cause to be filed with the Registrar of Partnerships a declaration in writing. Filing of partnership declaration

(2) A declaration is not required to be filed under this Act where all the members of a partnership are corporations or where the person to whom section 9 applies is a corporation and each corporation has complied with the requirements of section 2 of the *Corporations Information Act*. Exception

R.S.O. 1980,
c. 96

(3) The business of a partnership shall be conducted under the name of the partnership. 1973, c. 7, s. 1, *part*. Business name

2. Every document required or permitted to be filed with the Registrar of Partnerships under this Act may be filed in the place prescribed by the regulations. 1973, c. 7, s. 1, *part, revised*. Place of filing

3. The declaration shall state, Requisites of declaration

- (a) the full name and residence address or address for service of each partner, giving street and number, if any;
- (b) the name under which they carry on or intend to carry on business;
- (c) the time during which the partnership has subsisted;
- (d) that the persons therein named are the only members of the partnership;
- (e) except in respect of a partner that is a corporation, which of the partners are of the full age of eighteen years and, where a partner is less than eighteen years of age, the date of his birth; and
- (f) such other information as is required by the regulations made under this Act. R.S.O. 1970, c. 340, s. 2; 1973, c. 7, s. 2.

4. Every declaration shall be filed within sixty days next after the formation of the partnership or, in the case of a When declaration to be filed

declaration under section 9, within sixty days of the time when the name or designation is first used. 1973, c. 7, s. 3, *part.*

Declaration where changes

5. Whenever any change takes place in the membership of a partnership, in the residence address or address for service of any partner or in the name of a partnership, the partners shall cause to be filed within sixty days after the change takes place a new declaration setting out the information required by section 3. 1973, c. 7, s. 3, *part.*

Effect of allegations in the declaration

6. The statements made in any declaration are not controvertible by any person who has signed it nor as against any person not being a member of the partnership by any person who has signed it, or who was actually a member of the partnership therein mentioned at the time the declaration was made. R.S.O. 1970, c. 340, s. 5.

Declaration of dissolution of partnership

7. Upon the dissolution of a partnership any or all of the persons who composed the partnership may sign a declaration certifying the dissolution of the partnership. R.S.O. 1970, c. 340, s. 6; 1973, c. 7, s. 4.

Effect of failure to file declaration of change or dissolution

8.—(1) No person who signed the declaration under section 1 or a subsequent declaration under section 5 or 17 shall be deemed as against creditors to have ceased to be a partner until a declaration of dissolution under section 7 is made and filed or a declaration is filed under section 5 omitting his name. 1973, c. 7, s. 5.

Liability of partners failing to make declaration

(2) Nothing herein exempts from liability any person who being a partner, fails to make and file the prescribed declaration, and such person may, notwithstanding such omission, be sued jointly with the partners mentioned in the declaration, or they may be sued alone, and, if judgment is recovered against them, he may be sued on the original cause of action upon which the judgment was recovered. R.S.O. 1970, c. 340, s. 7 (2).

Where business name indicates plurality

9.—(1) Every person engaged in business for trading, manufacturing or mining purposes who is not associated in partnership with any other person but uses as his business style,

(a) a name or designation other than his own name; or

(b) his own name with the addition of the expression "and company" or some other expression indicating a plurality of members in the firm,

shall sign a declaration and file it with the Registrar of Partnerships. R.S.O. 1970, c. 340, s. 8 (1); 1973, c. 7, s. 6 (1).

(2) The declaration shall state,

Requisites
of declara-
tion

- (a) the full name and residence address or address for service, giving street and number, if any, of the person making the declaration;
- (b) the name or designation under which he carries on or intends to carry on business, and the date when the name or designation was first used by him;
- (c) that no other person is associated with him in partnership;
- (d) that the person is at least eighteen years of age or the date of his birth if he is under the age of eighteen years; and
- (e) such other information as is required by the regulations made under this Act. R.S.O. 1970, c. 340, s. 8 (2); 1973, c. 7, s. 6 (2-3).

(3) Whenever any change takes place in the residence address or address for service of the person making the declaration or in the name or designation under which he carries on business, he shall cause to be filed within sixty days after the change takes place a new declaration setting out the information required by subsection (2). 1973, c. 7, s. 6 (4).

Declaration
where
changes

10. Subject to subsection 17 (2), the Registrar of Partnerships may extend the period for filing any declaration under this Act upon being satisfied that the failure to file arose from misadventure, ignorance or some other cause that constitutes a reasonable excuse and that the partners or other declarant have acted and are acting in good faith. 1973, c. 7, s. 7.

Extension
of time
for filing

11.—(1) No partnership in respect of which a declaration has not been filed as required by this Act and no member thereof is capable of maintaining any action or other proceeding in any court in Ontario in respect of any contract made in connection with the business carried on by the partnership.

Failure to
file declara-
tion

(2) No person who has failed to file a declaration as required by section 9 is capable of maintaining any action or other proceeding in any court in Ontario in respect of any

Idem

contract made in connection with the business in respect of which a declaration is required to be filed. R.S.O. 1970, c. 340, s. 9.

Offences

12.—(1) Every person who,

(a) contravenes any provision of this Act or the regulations; or

(b) makes a statement in any document, material, evidence or information submitted or required by or for the purposes of this Act that, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact or that omits to state any material fact, the omission of which makes the statement false or misleading,

is guilty of an offence and on conviction is liable to a fine of not more than \$2,000 or, if such person is a corporation; to a fine of not more than \$20,000.

False statements wilful

(2) No person is guilty of an offence referred to in clause (1) (b) if he did not know that the statement was false or misleading and in the exercise of reasonable diligence could not have known that the statement was false or misleading.

Liability of directors and officers

(3) Where a corporation is guilty of an offence under subsection (1), every director or officer of such corporation, and where the corporation is an extra-provincial corporation, every person acting as its representative in Ontario, who authorized, permitted or acquiesced in such an offence is also guilty of an offence and on conviction is liable to a fine of not more than \$2,000. 1973, c. 7, s. 8, *part*.

Records

13. The Registrar of Partnerships shall keep such records of declarations filed under this Act as are required by the regulations under this Act. R.S.O. 1970, c. 340, s. 12; 1973, c. 7, s. 9.

Butter or cheese manufacturing associations excepted

14. This Act does not apply to associations of individuals formed for the manufacture of butter or cheese, where such individuals contribute produce from their dairies for that purpose. R.S.O. 1970, c. 340, s. 13.

Rights of partners *inter se*

15. Nothing in this Act affects the rights of partners with regard to each other. R.S.O. 1970, c. 340, s. 14.

16. The Lieutenant Governor in Council may make regula-^{Regulations}tions,

- (a) respecting the books and records to be kept by the Registrar of Partnerships for the purposes of this Act;
- (b) requiring the payment of fees upon the performance of any official function under this Act and prescribing the amounts thereof;
- (c) respecting the form of any document required to be filed under this Act;
- (d) respecting the custody and destruction of declarations;
- (e) prescribing the place for filing documents under this Act with the Registrar of Partnerships after the 1st day of January, 1975. R.S.O. 1970, c. 340, s. 15 (1); 1973, c. 7, s. 10.

17. Every declaration filed under this Act expires in five years ^{Expiration of} after its date of filing, subject to renewal by filing a new declaration ^{declarations} in every case for a further period of five years from time to time. 1973, c. 7, s. 11, *part, revised*.

CENTRAL REGISTRY

18. Notwithstanding anything in this Act or in the ^{Central} *Limited Partnerships Act*, the Lieutenant Governor in Council ^{registry} may make regulations providing for the establishment of a central registry of all declarations, certificates and records ^{R.S.O. 1980,} under this Act and under the *Limited Partnerships Act* and ^{c. 241} may in the regulations make provision,

- (a) for the filing in the central registry of declarations under this Act and certificates under the *Limited Partnerships Act* in respect of any registry division;
- (b) respecting the books and records to be kept in the central registry;
- (c) requiring the payment of fees to the Registrar of Partnerships upon the performance of any official function under this Act;
- (d) prescribing forms and providing for their use;

- (e) providing for the microfilming of declarations and certificates filed in the central registry;
 - (f) governing the custody and destruction of declarations and certificates filed in the central registry.
- R.S.O. 1970, c. 340, s. 16.

Registrar of Partnerships

19.—(1) There shall be a Registrar of Partnerships who, subject to subsection (2), shall be appointed by the Lieutenant Governor in Council. R.S.O. 1970, c. 340, s. 17 (1).

Deputies

(2) The Registrar of Partnerships may designate one or more persons on the staff of his office to act on his behalf.

Functions

(3) It shall be the function of the Registrar of Partnerships to supervise the operation of the central registry and the centralization of records under this Act.

Seal

(4) The Registrar of Partnerships shall have a seal of office in such form as the Lieutenant Governor in Council may approve. R.S.O. 1970, c. 340, s. 17 (3-5).

Location of central registry

20. The central registry may be located in such place as the Lieutenant Governor in Council may order. R.S.O. 1970, c. 340, s. 18, *revised*.