

1950

c 271 Partnerships Registration Act

Ontario

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CHAPTER 271

The Partnerships Registration Act

1.—(1) Persons associated in partnership for trading, manufacturing or mining purposes shall cause to be filed with the registrar of the registry division in which they carry on or intend to carry on business a declaration in writing (Form 1) signed by all the members of the partnership.

Persons in partnership to deliver a declaration to the registrar.

(2) When at the time of making the declaration any member is absent from the place where the partnership carries on or intends to carry on business, the declaration shall be signed by the members present in their own names and also for any absent member, under his special authority to that effect, and such special authority shall be annexed to the declaration and shall be filed with the registrar at the same time as the declaration. R.S.O. 1937, c. 189, s. 1.

Absent parties.

2. The declaration shall state,

Requisites of declaration.

- (a) the names, surnames, additions and residences of every partner;
- (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; and
- (e) which of the partners are of the full age of 21 years and, where any of the partners are under the full age of 21 years, the date of birth of each of such partners. 1941, c. 41, s. 1.

3. Every declaration shall be filed within 60 days next after the formation of the partnership or, in the case of a declaration under section 8, within 60 days of the time when the name or designation is first used, provided that a judge of a county or district court may extend the period for filing upon being satisfied by affidavit or affidavits, which shall be filed with the declaration, that the failure to register arose from misadventure, ignorance or some other cause which constitutes a reasonable excuse and that the partners or other declarant have acted and are acting in good faith. 1942, c. 34, s. 26.

When declaration to be filed.

Declaration where change in partnership.

4.—(1) A similar declaration shall in like manner be filed whenever any change takes place in the membership of the partnership or in the name under which it carries on business, and every such declaration shall state the change in the membership of the partnership or in its name.

When to be filed.

(2) The declaration shall be filed within 60 days after the change takes place. R.S.O. 1937, c. 189, s. 4.

Effect of allegations in the declaration.

5. The statements made in any declaration shall not be controvertible by any person who has signed the same nor as against any person not being a member of the partnership by any person who has signed the same, or who was really a member of the partnership therein mentioned at the time the declaration was made. R.S.O. 1937, c. 189, s. 5.

Declaration of dissolution of partnership.

6. Upon the dissolution of a partnership any or all of the persons who composed the partnership may sign a declaration (Form 2) certifying the dissolution of the partnership. R.S.O. 1937, c. 189, s. 6.

Position of persons signing declaration.

7.—(1) Until a new declaration is made and filed by him, or by his partners or any of them, no person who signed the declaration filed shall be deemed to have ceased to be a partner.

Liability of partners falling to make declaration.

(2) Nothing herein shall exempt 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. 1937, c. 189, s. 7.

Where business name indicates plurality.

8.—(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) some 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 the registry division in which he carries on or intends to carry on business. 1950, c. 51, s. 1.

Requisites of declaration.

(2) The declaration shall state,

(a) the name, surname, addition and residence 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; and
- (d) that he is of the full age of 21 years or the date of his birth if he is under the age of 21 years. 1941, c. 41, s. 2; 1947, c. 101, s. 15.

9.—(1) No partnership in respect of which a declaration has not been filed as required by this Act and no member thereof shall be 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 declaration.

(2) No person who has failed to file a declaration as required by section 8 shall be capable of maintaining any action or other proceeding in any court in Ontario in respect of any contract made in connection with the business in respect of which a declaration is required to be filed. 1941, c. 41, s. 3, *part*. Idem.

10. Every person who fails to comply with any of the provisions of this Act or who knowingly makes any false statement in any declaration signed or filed by him under this Act shall be guilty of an offence and on summary conviction shall be liable to a penalty of not less than \$10 and not more than \$100. 1941, c. 41, s. 3, *part*. Penalty.

11.—(1) The registrar shall enter the declarations, in the order in which they are received, in a book to be kept by him for that purpose, and such book shall be open to the public for inspection without charge during office hours. R.S.O. 1937, c. 189, s. 10 (1). Registrar to record declaration.

(2) The registrar, for filing and entering a declaration, shall be entitled to receive from the person filing the declaration the following fee: Registrar's fee for filing.

If the declaration contains 200 words or less—\$1;

If the declaration contains more than 200 words—\$1 and for each 100 words after the first 200—10 cents.
R.S.O. 1937, c. 189, s. 10 (2); 1947, c. 102, s. 6 (1).

(3) The registrar shall keep two alphabetical index books of all declarations filed with him. Indexes.

(4) In one of such books, herein called the "Firm Index", the registrar shall enter in alphabetical order the names of Form of "Firm Index".

the firms in respect of which declarations have been filed with him, and shall place opposite each entry the names of the persons composing the firm, and the date of the receipt by him of the declaration, in the manner shown in Form 3.

Form of
"Individual
Index".

(5) In the second of such books, herein called the "Individual Index", the registrar shall enter in alphabetical order the names of the members of each firm, and shall place opposite the entry the name of the firm of which each person is a member, and the date of the receipt of the declaration in the manner shown in Form 4. R.S.O. 1937, c. 189, s. 10 (3-5).

Registrar's
fees for
certain
services.

(6) The registrar shall be entitled to the following fees for searches:

For searching in Firm Index—each firm, 25 cents;
For searching in Individual Index—each name, 10 cents;
For each certificate when required—25 cents;
For each certificate on a duplicate when required—50 cents.

R.S.O. 1937, c. 189, s. 10 (6); 1947, c. 102, s. 6 (2).

Who to
furnish
registry
books.

12. The books required for the purposes of this Act shall be furnished by the treasurer of the municipality whose duty it is to furnish registry books, or in case of his default, by the registrar in the same manner as other registry books. R.S.O. 1937, c. 189, s. 11.

Butter or
cheese manu-
facturing
associations
excepted.

13. This Act shall 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. 1937, c. 189, s. 12.

Rights of
partners
inter se.

14. Nothing in this Act shall affect the rights of partners with regard to each other. R.S.O. 1937, c. 189, s. 13.

FORM 1

(Section 1)

DECLARATION OF PARTNERSHIP

County (or District) of.....

We,....., of.....in.....,(occupation) and.....of.....in.....,(occupation), hereby certify.....

1. That we have carried on and intend to carry on (or we intend to carry on) trade and business as.....at.....in partnership, under the name of.....

2. That the said partnership has subsisted since the.....day of....., 19.....

3. That we are and have been since the said day the only members of the said partnership.

4. That the said.....are of the full age of 21 years.

(Where any of the partners are under the age of 21 years, add)

5. That the said.....was born on the.....day of....., 19.....

Witness our hands at..... this.....day of....., 19.....

A. B.
C. D.

R.S.O. 1937, c. 189, Form 1; 1941, c. 41, s. 4; 1950, c. 51, s. 2.

FORM 2

(Section 6)

DECLARATION OF DISSOLUTION OF PARTNERSHIP

County (or District) of.....

I,, formerly a member of the firm carrying on business as....., at....., in the.....of....., under the name of.....do hereby certify that the said partnership was on the.....day of....., 19....., dissolved.

Witness my hand, at....., the.....day of....., 19.....

A. B.

R.S.O. 1937, c. 189, Form 2.

FORM 3
(Section II)
FIRM INDEX

NAME OF FIRM	NAMES OF PERSONS COMPOSING THE FIRM	DATE OF FILING DECLARATION
Abbott, Black & Co.....	George Abbott, John Black, Edward Cook.....	10th February, 19.....
Bernard, Green & Jones...	John Bernard, Edward Green, John Jones.....	12th February, 19.....
Cook (Thos.) & Co.....	Thomas Cook, James Wilson.....	14th February, 19.....
Dadson, William.....	William Dadson, Thos. Jones, Robert Watson, William Wilberforce, Jas. Johnson.....	14th February, 19.....
Dick & Co.....	Richard Dick.....	15th May, 19.....
Dow (Wm.) & Sons.....	William Dow.....	19th May, 19.....

R.S.O. 1937, c. 189, Form 3.

FORM 4
(Section II)
INDIVIDUAL INDEX

NAME OF INDIVIDUAL	NAME OF FIRM OF WHICH A MEMBER	DATE OF FILING DECLARATION
Abbott, George.....	Abbott, Black & Co.....	10th February, 19.....
Black, John.....	Abbott, Black & Co.....	10th February, 19.....
Bernard, John.....	Bernard, Green & Jones.....	12th February, 19.....
Cook, Edward.....	Abbott, Black & Co.....	10th February, 19.....
Cook, Thomas.....	Thomas Cook & Co.....	14th February, 19.....
Dadson, William.....	William Dadson.....	14th February, 19.....
Dick, Richard.....	Dick & Co.....	15th May, 19.....
Dow, William.....	Wm. Dow & Sons.....	19th May, 19.....

R.S.O. 1937, c. 189, Form 4.