

# Uniform Partnerships Registration Act

(1962 Consolidation, page 227)

## 1. In this Act

Interpretation

- (a) “carry on business” and words of like import,
  - (i) in respect of a partnership, mean the doing of any act for the promotion or execution of any purpose for which the partnership is formed, and
  - (ii) in respect of a person within the scope of section 9, mean the doing of any act for the promotion or execution of any purpose of his business;
- (b) “firm” means the persons who have entered into partnership with one another;
- (c) “partnership” means the relation which subsists between persons carrying on business in common with a view to profit;
- (d) “proper officer” means the officer designated as such in section 19;
- (e) “registered” means filed in accordance with this Act, and “register” has a corresponding meaning;
- (f) “registration district” means the district designated as such in section 19.

**2. (1)** This Act applies only to persons engaged in businesses carried on for trading, manufacturing or mining purposes. Application

**(2)** This Act does not apply to

Exemptions  
from applica-  
tion

- (a) a partnership formed out of the Province unless the firm has a warehouse, office or place of business in the Province or an agent resident therein;
- (b) a person otherwise within the scope of section 9 unless he has a warehouse, office or place of business in the Province or an agent resident therein;
- (c) a limited partnership under Part III of the *Partnership Act*; and
- (d) a limited liability partnership under section 103 of

the *Mineral Act* or section 76 of the *Placer-mining Act*. (Consider local exceptions for the various provinces.)

Application in respect of partnerships and persons registered under former Act

(3) Every firm within the scope of this Act and every person within the scope of section 9,

- (a) carrying on business in the Province at the time of the coming into force of this Act, and
- (b) being immediately before that time duly registered in the manner prescribed therefor in the Act repealed (in part) by this Act,

shall be deemed to be duly registered under this Act; and all certificates, declarations, or other documents filed under that Act shall be deemed to be certificates duly filed under this Act to the like extent and effect as if they were in the form of certificate prescribed by this Act corresponding thereto, and this Act applies in respect of that firm or person accordingly.

Duty of members to register certificate of partnership

3. (1) The members of every firm carrying on any of the businesses mentioned in section 2(1) shall cause a certificate of partnership to be registered

- (a) within two months after the time the firm commences to carry on business in the Province; or
- (b) in the case of a firm carrying on business in the Province at the time of the coming into force of this Act, within two months after that time.

Contents of certificate

(2) The certificate shall

- (a) be in Form A;
- (b) be signed personally by each member of the firm;
- (c) set forth,
  - (i) the full name, address and occupation of each partner,
  - (ii) the firm name,
  - (iii) the principal place of business of the firm in the Province, and
  - (iv) the time during which the partnership has subsisted; and
- (d) state that the persons named in it are the only members of the firm.

**4. (1)** Whenever any change takes place in the membership or name of a firm that is registered under this Act, a certificate of the change in Form C shall be registered within two months after the time the change takes place.

Duty of members to register certificates of change in partnership

**(2)** The certificate, in case of a change in the firm name, shall set forth the change; and, in the case of a change in the membership, shall

Contents of certificate

(a) be signed by each continuing and incoming member personally; and

(b) set forth the full name, address, and occupation of any retiring member, of each continuing member and of each incoming member.

**(3)** Upon the dissolution of a partnership registered under this Act, any or all of the persons who composed the firm may sign a certificate of dissolution in Form D setting forth the dissolution of the partnership.

Certificate of dissolution

**5. (1)** Any certificate may be in one document, or it may consist of two or more counterparts, each of which may be signed by one or more of the members.

Form and verification of certificates

**(2)** The statements contained in a certificate shall be verified by the solemn declaration of one of the members, which declaration shall be in Form B and annexed to the certificate.

Statements to be verified

**6. (1)** Registration of a certificate in Form A shall be effected by filing it in the office of the proper officer of the registration district in which is situate the principal place of business of the firm in the Province, accompanied by a copy of the certificate and payment of the prescribed fees.

Manner of registration of certificates (Form A)

**(2)** Registration of a certificate in Form C or D shall be effected by filing it in the office in which the certificate of partnership was registered, accompanied by a copy thereof and payment of the prescribed fees.

Manner of registration of certificates (Form C or D)

**7.** The statements made in any certificate in Form A or Form C registered in respect of a partnership are not controvertible by any person who signed the certificate.

Binding effect of certificates

**8. (1)** Where a person has signed a certificate (Form A or Form C) stating that he is a member of a firm and the certificate has been registered, that person shall for all purposes be deemed to be and to continue to be a member of the firm until

Idem

- (a) a certificate in Form C is registered showing that he has ceased to be a member of the firm;
- (b) a certificate in Form D is registered showing that the partnership has been dissolved; or
- (c) a certificate signed by him stating that he is not a member of the firm is registered by being filed in the office in which the certificate (Form A or Form C) so signed by him was registered.

Transactions  
after notice

(2) Any person who has given notice in writing that he is not a member of the firm has the right to establish that he is not a member of the firm as against the person or persons to whom the notice was given, with respect to transactions had after the notice was given.

Persons carry-  
ing on business  
under a name  
other than his  
own must regis-  
ter certificate

9. (1) Every person who carries on business otherwise than as a member of a firm and who in that business

- (a) uses as his business name some designation other than his own name; or
- (b) uses as his business name his own name with the addition of the words "and company" or any word or abbreviation indicating a plurality of persons,

shall sign and register a certificate of his business name in Form E

- (c) within two months after the time when he commences so to carry on business; or
- (d) in the case of a person carrying on business at the time of the coming into force of this Act, within two months after that time.

Persons carry-  
ing on business  
under another  
person's name

(2) Notwithstanding subsection (1), whenever any person or persons make use in business of the name of another person without the addition of any other word, he or they shall

- (a) sign and register a certificate of his or their business name in Form E within the time mentioned in subsection (1); and
- (b) also, commencing immediately after registration of a certificate under clause (a), add after such name in the course of business the word "Registered" or the abbreviation "Reg'd".

Contents of cer-  
tificate

- (3) The certificate shall

- (a) be in Form E;
- (b) set forth
  - (i) the full name, address, and occupation of the person so carrying on business,
  - (ii) his business name,
  - (iii) his principal place of business in the Province,
  - (iv) the time during which his business has subsisted, and
- (c) state that he is engaged in business by himself under that business name.

(4) Registration of the certificate (Form E) shall be effected by filing it in the office of the proper officer of the registration district in which is situate the principal place of business in the Province of the person by whom it is signed, accompanied by a copy thereof and payment of the prescribed fees. Manner of registration of certificates (Form E)

(5) No corporation shall register a certificate under this section. Corporation not to register

**10.** (1) Whenever a certificate is registered under this Act, the proper officer shall transmit forthwith to the Provincial Secretary the copy thereof. Copy of certificates for Provincial Secretary

(2) The Provincial Secretary upon receipt of the copy shall publish the certificate in the *Gazette*. Publication

**11.** (1) The proper officer with whom a certificate under this Act is registered shall number the certificate and enter it in two alphabetical index books as follows: Duty of officers

1. In one of the books, herein called the "Firm Index Book" he shall enter in alphabetical order the styles of the respective firms, or the business names used, in respect of which certificates have been registered with him and opposite each entry shall place
  - (i) the number of the certificate pertaining to such firm, and
  - (ii) the date of registration thereof.
2. In the other of the books, herein called "Individual Index Book", he shall enter in alphabetical order the names of the members of each firm and shall place opposite each entry

- (i) the name of the firm of which the person is a member,
- (ii) the number of the certificate pertaining to such firm, and
- (iii) the date of registration thereof.

Prov. Sec. to file  
copies

(2) The Provincial Secretary shall keep similar indices of all certificates, copies of which are forwarded to him, and shall file the copies.

Counterparts

(3) Where counterparts are registered, each counterpart shall bear the same number as the first counterpart filed, with the addition of consecutive alphabetical lettering after the number on all counterparts subsequently filed.

Searches

**12.** (1) Upon payment of the prescribed fees, any person shall have access to and is entitled to inspect the index books of any proper officer and of the Provincial Secretary containing any records or entries of certificates registered under this Act.

Idem

(2) No person shall be required, as a condition of his right thereto, to disclose the name of the person in respect of whom such access or inspection is sought.

Idem

(3) Every proper officer and the Provincial Secretary, shall, upon request accompanied by payment of the prescribed fees, produce for inspection any document so registered in his office.

Government,  
meaning of

**13.** (1) For the purposes of this section "government" includes the Government of the United Kingdom of Great Britain and Northern Ireland, the Government of Canada, the government of any province thereof, the government of any other part of Her Majesty's realms and territories, the government of any foreign state, and any naval, military or air force maintained by any such government, and also the governing authority of any city, town or other municipality, and of any board or corporation constituted for the purpose of exercising duties of a public nature.

Registration not  
to indicate gov-  
ernment sup-  
port

(2) No firm within the scope of this Act and no person within the scope of section 9 shall register any name, designation, title or device that indicates or tends to indicate or is reasonably susceptible of the interpretation that such firm or person is connected with or established or supported by any government or has authority from or exercises any function of any government.

(3) Without limiting the generality of subsection (2), no such firm or person shall register as part of the firm or business name, the word "Imperial", "Crown", "King's", "Queen's", "His Majesty's", "Her Majesty's", "Empire", "Royal", "Dominion", "Canadian", "Canada", "Provincial", or the name of any province, the name or adjectival form of the name of any other part of Her Majesty's dominions, the word "Navy", "Naval", "Army" or "Military", the words "Air Force", the word "Municipal" or "Co-operative", or the words "Credit Union".

Registration of  
certain names  
prohibited

(4) No such firm or person shall register a firm or business name identical with that registered and in use by any other firm or person or used by any company within the Province, or so nearly resembling it as to be likely to deceive.

Registered  
name

(5) Subsection (4) does not apply to a firm that carries on business in the name or names of one or more of the partners.

Where one or  
more partners

**14.** (1) Where a name is registered contrary to section 13, the Court of ....., upon application by the Attorney General or an interested person, may order that the name be struck off the register.

Unlawful regis-  
tration

(2) An application under subsection (1) may be made by originating notice.

Application by  
originating no-  
tice

**15.** Every person who

Penalty for con-  
travention of  
Act

- (a) fails to register any certificate in the manner and within the time prescribed by this Act or fails to comply with section 9(2)(b);
- (b) knowingly makes any false statement in any certificate signed or registered by him under this Act; or
- (c) violates any of the provisions of section 9(4) or section 13,

is guilty of an offence and liable on summary conviction to a fine not exceeding five hundred dollars.

**16.** (1) Subject to sections 17 and 18, while any firm or person is in default in registering any certificate required to be registered by this Act, the rights of the defaulter under or arising out of any contract in relation to the business in respect of which the certificate was required to be registered are not enforceable by action or other legal proceedings either in the firm or business name or otherwise.

(2) Subsection (1) does not apply to a trustee in bankruptcy, as assignee for the general benefit of creditors, a bailiff or officer of the court.

Extension of  
time for filing a  
certificate by a  
person required  
to file one

**17.** (1) In the case of a person required to register a certificate under this Act, a judge of the ..... Court, in his discretion either *ex parte* or otherwise and upon such terms and conditions as he may direct, and whether or not the time limited for compliance with this Act has expired, may, from time to time by order

- (a) extend the time for registering a certificate;
- (b) permit one or more counterparts of a certificate to be registered without the other or others;
- (c) provide for the correcting of any omission or misstatement in any certificate or declaration registered arising from accident, inadvertence or other sufficient cause; and
- (d) permit the registration of a certificate signed otherwise than in accordance with sections 3 and 4, when signed on behalf of a principal who has given special written authority in this connection to the actual signer, or when a party who should have signed personally has died without so signing.

Idem

(2) Any order so made, or a certified copy thereof, shall be annexed to the document to which the order relates, and appropriate entries with respect thereto shall be made in the index books.

Power of judge  
to grant relief

**18.** The judge may by order grant relief against any of the disabilities mentioned in section 16, but before granting such relief the judge may direct such service or such publication of notice of the application as he may see fit; nor shall relief be given in respect of any contract if any party to the contract proves to the satisfaction of the judge that if this Act had been complied with he would not have entered into the contract.

Registration  
districts and  
offices

**19.** For the purpose of registering certificates, each ..... in the Province is a registration district, and the ..... whose office is situate within a registration district is the proper officer for the registering of certificates in that registration district.

*(NOTE: In each province a subsection should be inserted*



here making appropriate provision as to the effect of changes in the judicial or other districts on which registration districts are based.)

**20.** The Lieutenant Governor in Council may prescribe <sup>Fees</sup> fees payable under this Act.

*(NOTE: In jurisdictions where registration of partnerships provisions form part of the Partnerships Act, the necessary change will have to be made in the repeal section.)*

**FORM A.**

*Section 3(2)*

**CERTIFICATE OF PARTNERSHIP**

Province of.....

..... Registration District.

We, ..... of .....  
in the County of ..... and Province of .....  
(occupation), and ..... of .....  
in the County of ..... and Province of ..... (occupation),  
hereby certify:

*(NOTE: Include all the members of the partnership even if one or more partners sign counterparts.)*

1. That we have carried on (or intend to carry on) trade and business as ..... at ..... in the County of ..... , (or at the following places in the Province, naming them), in partnership, under the firm name of .....

2. That the principal place of business in the Province is (or will be) at ..... in the County of .....

3. That the partnership has subsisted since or will go into effect on the ... day of ....., 19.....

4. That we are (or have been since such day) the only members of the firm.

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

**FORM B.**

*Section 5*

**STATUTORY DECLARATION**

I, ..... of .....  
in the County of ..... and Province of .....  
(occupation), hereby solemnly declare that:

1. I am one of the partners signing the foregoing certificate.

2. All of the statements contained in the certificate are true.

3. The signatures A, B, and C subscribed to the certificate are to my actual knowledge the signatures of A, B, and C, members of the firm of ..... and the other signatures D, E, and F are in my belief, though not to my actual knowledge, genuine.

And I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

Declared before me at .....  
 in the of .....  
 this ..... day of ..... 19.....  
 A Commissioner, etc.

**FORM C.***Section 4(1)***CERTIFICATE OF CHANGE IN FIRM NAME OR MEMBERSHIP OF PARTNERSHIP**

Province of .....

..... Registration District.

We, ..... of .....  
 in the County of ..... and Province of .....  
 (occupation), and ..... of .....  
 in the County of ..... and Province of ..... (occu-  
 pation), hereby certify:

(Note: Include all the members of the partnership here, even if one or more part-  
 ners sign counterparts.)

1. That our partnership has been registered under the firm name of  
 .....

2. That the firm name has now been changed to .....

3. That the membership of our partnership has been changed in the following  
 manner:

**Retiring Partners (if any).**

Name ..... Address ..... Occupation .....

**Incoming Partners (if any).**

Name ..... Address ..... Occupation .....

4. That the present membership is:

Name ..... Address ..... Occupation .....

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

(NOTE: Use statutory declaration provided in Form B with this form.)

(NOTE: This form must be signed by all continuing and incoming partners.)

(NOTE: If there is no change in the partnership names, omit paragraph 2.)

**FORM D.***Section 8*

Province of .....

..... Registration District.

I, ..... of .....  
 in the County of ..... , and Province of ..... (occu-  
 pation), do hereby certify:

1. That I was formerly a member of a partnership registered in the office of  
 ..... under the firm name of .....

2. That the following were the names of the partners:

Names of Partners.

3. That the partnership was dissolved on the ..... day of ..... 19.....

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

### FORM E.

#### Section 9

Province of .....  
..... Registration District.

I, ....., of .....  
in the County of ....., and Province of ..... (occu-  
pation), hereby certify:

1. That I am carrying on trade and business as .....  
at ..... in the County of ..... (or at the following  
places in the Province, naming them).

2. That the business is carried on under the business name and style of  
.....

3. That the principal place of business in the Province is at .....,  
in the County of .....

4. That the business had subsisted since the ..... day of .....  
19.....

5. That I am engaged in business by myself under the business name and  
style set out above.

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

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