

Rights of
general
partners

55 A general partner in a limited partnership has all the rights and powers and is subject to all the restrictions and liabilities of a partner in a partnership without limited partners except that, without the written consent to or ratification of the specific act by all the limited partners, a general partner has no authority to

- (a) do any act in contravention of the certificate,
- (b) do any act which makes it impossible to carry on the ordinary business of the limited partnership,
- (c) consent to a judgment against the limited partnership,
- (d) possess limited partnership property, or assign any rights in specific partnership property, for other than a partnership purpose,
- (e) admit a person as a general partner,
- (f) admit a person as a limited partner, unless the right to do so is given in the certificate, or
- (g) continue the business of the limited partnership on the death, retirement or mental incompetence of a general partner, unless the right to do so is given in the certificate.

RSA 1970 c271 s55

Liability of
limited partner

56 Subject to this Part, a limited partner is not liable for the obligations of the limited partnership except in respect of the amount of property he contributes or agrees to contribute to the capital of the limited partnership.

RSA 1970 c271 s56

Rights of
limited partner

57 A limited partner has the same right as has a general partner

- (a) to inspect and make copies of or take extracts from the limited partnership books at all times,
- (b) to be given, on demand, true and full information of all things affecting the limited partnership, and to be given a formal account of partnership affairs whenever circumstances render it just and reasonable, and
- (c) to obtain dissolution and winding up of the limited partnership by court order.

RSA 1970 c271 s57

Share of
profits

58(1) A limited partner has, subject to this Act, the right

- (a) to a share of the profits or other compensation by way of income, and
- (b) to have his contribution to the limited partnership returned.

(2) A limited partner may receive from the limited partnership the share of the profits or the compensation by way of income stipulated for in the certificate if after payment thereof is made (whether from the property of the limited partnership or that of a general partner) the limited partnership assets exceed all the limited partnership liabilities, excepting liabilities to limited partners on account of their contributions and to general partners.

RSA 1970 c271 s58

Business
dealings by
partner with
partnership

59 A limited partner may loan money to and transact other business with the limited partnership and, unless he is also a general partner, may receive on account of resulting claims against the limited partnership, with general creditors, a pro rata share of the assets, but no limited partner shall in respect of any such claim

- (a) receive or hold as collateral security any of the limited partnership property, or
- (b) receive from a general partner or the limited partnership any payment, conveyance or release from liability if at the time the assets of the partnership are not sufficient to discharge partnership liabilities to persons not claiming as general or limited partners.

RSA 1970 c271 s59

Limited
partners' rights
as between
themselves

60(1) Subject to subsection (2), limited partners, in relation to one another, share in the limited partnership assets in respect of their claims

- (a) for capital, and
- (b) for profits or compensation by way of income on their contributions,

in proportion to the respective amounts of their claims.

(2) When there are several limited partners, the partners may agree that one or more of the limited partners is to have a priority over other limited partners

- (a) as to the return of contributions,
- (b) as to compensation by way of income, or
- (c) as to any other matter,

but the existence of and nature of the agreement shall be stated in the certificate, and in the absence of a statement all limited partners, subject to subsection (1), stand on equal footing.

RSA 1970 c271 s60

Return of
limited
partner's
contribution

61(1) A limited partner is not entitled to receive from a general partner or out of the limited partnership property any part of his contribution until

- (a) all liabilities of the limited partnership, except liabilities to general partners and to limited partners on account of their contributions, have been paid or there remains sufficient limited partnership property to pay them,
 - (b) the consent of all partners is obtained, unless the return of the contribution may be rightfully demanded under subsection (2), and
 - (c) the certificate is cancelled or so amended as to set forth the withdrawal or reduction.
- (2)** Subject to subsection (1), a limited partner may rightfully demand the return of his contribution
- (a) on the dissolution of the limited partnership,
 - (b) when the time specified in the certificate for its return has arrived, or
 - (c) after he has given 6 months' notice in writing to all other partners, if no time is specified in the certificate either for the return of the contribution or for the dissolution of the limited partnership.
- (3)** A limited partner has, irrespective of the nature of his contribution, only the right to demand and receive cash in return for his contribution, unless
- (a) there is a statement to the contrary in the certificate, or
 - (b) all the partners consent to some other manner of returning the contribution.
- (4)** A limited partner is entitled to have the limited partnership dissolved and its affairs wound up when
- (a) he rightfully but unsuccessfully demands the return of his contribution, or
 - (b) the other liabilities of the limited partnership have not been paid, or the limited partnership property is insufficient for

their payment as required by subsection (1)(a) and the limited partner seeking dissolution would otherwise be entitled to the return of his contribution.

RSA 1970 c271 s61

Limited
partner's
liability to
partnership

62(1) A limited partner is liable to the limited partnership

- (a) for the difference, if any, between the amount of his contribution as actually made and the amount stated in the certificate as having been made, and
- (b) for any unpaid contribution which he agreed in the certificate to make in the future at the time and on the conditions, if any, stated in the certificate.

(2) A limited partner holds as trustee for the limited partnership

- (a) specific property stated in the certificate as contributed by him, but which has not in fact been contributed or which has been wrongfully returned, and
- (b) money or other property wrongfully paid or conveyed to him on account of his contribution.

(3) The liabilities of a limited partner as set forth in this section may, subject to subsection (4), be waived or compromised, but only with the consent of all partners.

(4) A waiver or compromise agreed to pursuant to subsection (3) does not affect the right of a creditor of the limited partnership to enforce a liability arising from credit which was extended or a claim which otherwise arose

- (a) subsequent to the filing of the certificate whereby the limited partnership was formed, but
- (b) prior to the cancellation or amendment of the certificate whereby the waiver or compromise was effected.

(5) When a limited partner has rightfully received the return, in whole or in part, of the capital of his contribution, he is nevertheless liable to the limited partnership for any sum, not in excess of that return with interest, necessary to discharge its liabilities to all creditors who extended credit or whose claims otherwise arose before the return.

RSA 1970 c271 s62

Liability to
creditors

63 A limited partner does not become liable as a general partner unless, in addition to exercising his rights and powers as a limited partner, he takes part in the control of the business.

RSA 1970 c271 s63;1978 c23 s22

Admission of additional limited partners **64** After the formation of a limited partnership, additional limited partners may be admitted by amendment of the certificate in accordance with this Part.

RSA 1970 c271 s64

Assignments **65(1)** A limited partner's interest is assignable.

(2) A substituted limited partner is a person admitted to all the rights of a limited partner who has died or has assigned his interest in the limited partnership.

(3) An assignee who does not become a substituted limited partner has no right

(a) to require any information or account of the partnership transactions, or

(b) to inspect the partnership books,

but is entitled only to receive the share of the profits or other compensation by way of income, or the return of his contribution, to which his assignor would otherwise be entitled.

(4) An assignee may become a substituted limited partner

(a) if all the members (except the assignor) consent, or

(b) if the assignor, being so authorized by the terms in the certificate, gives the assignee that right.

(5) An assignee becomes a substituted limited partner when the certificate is appropriately amended in accordance with this Part.

(6) A substituted limited partner has all the rights and powers and is subject to all the restrictions and liabilities of his assignor, except those liabilities of which he was ignorant at the time he became a limited partner and which could not be ascertained from the certificate.

(7) The substitution of an assignee as a limited partner does not release the assignor from liability under sections 62 and 73.

RSA 1980 cP-2 s65

Dissolution of limited partnership **66** The retirement, death or mental incompetence of a general partner dissolves a limited partnership unless the business is continued by the remaining general partners

(a) pursuant to a right to do so stated in the certificate, or

(b) with the consent of all the remaining partners.

RSA 1980 cP-2 s66

Death of
limited partner

67(1) The executor or administrator of the estate of a deceased limited partner has

- (a) all the rights and powers of a limited partner for the purpose of settling the estate of the deceased limited partner, and
- (b) whatever power the deceased had to constitute his assignee a substituted limited partner.

(2) The estate of a deceased limited partner is liable for all his liabilities as a limited partner.

RSA 1980 cP-2 s67

Cancellation of
certificate

68(1) A certificate shall be cancelled when

- (a) the limited partnership is dissolved, or
- (b) all limited partners cease to be limited partners.

(2) The notice to cancel a certificate shall be signed by all the partners.

RSA 1980 cP-2 s68

Amendment of
certificate

69(1) A certificate shall be amended when

- (a) there is a change in the name of the limited partnership or in the amount or character of the contribution of any limited partner not provided for in the certificate,
- (b) a person is substituted as a limited partner,
- (c) a person is added as a limited partner,
- (d) a person is added as a general partner,
- (e) a general partner retires, dies or becomes mentally incompetent and the business is continued pursuant to section 66,
- (f) there is a change in the character of the business of the limited partnership,
- (g) a false or erroneous statement is discovered in the certificate,

- (h) there is a change in the time as stated in the certificate for the dissolution of the limited partnership or for the return of a contribution,
- (i) a time is fixed for the dissolution of the limited partnership or for the return of a contribution, no time having been specified in the certificate, or
- (j) the partners desire to make a change in any other statement in the certificate in order to make the certificate accurately represent the agreement between them.

(2) The notice to amend a certificate shall

- (a) set forth clearly the change in or addition to the certificate which is desired, and
- (b) be signed by all the partners.

(3) A notice to amend a certificate by substituting a limited partner or adding a limited or general partner shall also be signed by the person to be substituted or added and, when a limited partner is substituted, the amendment shall also be signed by the assigning limited partner.

RSA 1980 cP-2 s69

Order directing
cancellation or
amendment of
certificate

70(1) If anyone designated under section 68 or 69 as being a person who must sign a notice to cancel or amend a certificate refuses to do so, a person desiring the cancellation or amendment may apply to the Court for an order directing the cancellation or amendment.

(2) On hearing an application brought under subsection (1) the Court, if it finds that the applicant is entitled to have the notice in question signed, shall by order direct the Registrar to record the cancellation or amendment of the certificate as set forth in the order.

RSA 1980 cP-2 s70;1983 cC-7.1 s27;1987 c16 s2

Time
cancellation or
amendment
takes effect

71 A certificate is cancelled or amended, as the case indicates, when there is filed with and recorded by the Registrar

(a) a notice signed as required by this Part, or

(b) a certified copy of a Court order made under section 70.

RSA 1980 cP-2 s71;1987 c16 s2

Settling
accounts on
dissolution

72 In settling accounts after the dissolution of a limited partnership the liabilities of the partnership to creditors, excepting

(a) to limited partners on account of their contributions, and

(b) to general partners,

shall be paid first and then, subject to any statement in the certificate or to subsequent agreement, in the following order:

- (c) to limited partners in respect of their share of the profits and other compensation by way of income on their contributions;
- (d) to limited partners in respect of the capital of their contributions;
- (e) to general partners other than for capital and profits;
- (f) to general partners in respect of profits;
- (g) to general partners in respect of capital.

RSA 1980 cP-2 s72

Effect of false statement in certificate

73 When a certificate contains a false statement, any person suffering loss as a result of relying on that statement may hold liable as a general partner every party to the certificate who

- (a) knew, when he signed the certificate, that the statement relied on was false, or
- (b) became aware, subsequent to the time when he signed the certificate, but within a sufficient time before the false statement was relied on to enable him to cancel or amend the certificate or to commence proceedings in accordance with this Act for the cancellation or amendment of the certificate, that the statement relied on was false.

RSA 1980 cP-2 s73

Liability of person mistakenly believing he is a limited partner

74 A person who contributes to the capital of a business conducted by a person or partnership erroneously believing that he has become a limited partner in a limited partnership

- (a) is not, by reason only of his exercising the rights of a limited partner, a general partner with the person or in the partnership carrying on the business, and
- (b) is not bound by the obligations of the person or partnership carrying on the business,

if, on ascertaining the fact that he is not a limited partner, he promptly renounces his interest in the profits or other compensation by way of income from the business.

RSA 1980 cP-2 s74

Judgment
against limited
partner

75(1) The Court may, on application by a judgment creditor of a limited partner, charge the interest of the indebted limited partner with payment of the unsatisfied amount of the judgment debt, and may appoint a receiver and make all other orders, directions and inquiries which the circumstances of the case require.

(2) A charged interest referred to in subsection (1) may be redeemed with the separate property of a general partner, but may not be redeemed with limited partnership property.

(3) The remedies conferred by subsection (1) are not exclusive of others which may exist.

RSA 1980 cP-2 s75

Parties to
proceedings

76 A limited partner, unless he is also a general partner, is not a proper party to proceedings against a limited partnership, except when the object of the proceedings is to enforce a limited partner's right against or liability to the limited partnership.

RSA 1980 cP-2 s76

Authority to
sign

77(1) An actual or proposed general or limited partner may give special authority to any other person to execute on his behalf any document under this Part.

(2) A special authority referred to in subsection (1) shall be filed with the Registrar and recorded with the document or one of the documents executed in the exercise of the special authority.

RSA 1980 cP-2 s77:1987 c16 s2

Application to
existing
partnerships

78(1) A limited partnership formed prior to June 1, 1968 may become a limited partnership under this Part by complying with section 51, if the certificate states

(a) the amount of the original contribution of each limited partner and the time when the contribution was made, and

(b) that the property of the partnership exceeds the amount sufficient to discharge its liabilities to persons not claiming as general or limited partners by an amount greater than the sum of the contributions of the limited partners.

(2) A limited partnership

(a) in existence prior to June 1, 1968, and

(b) that does not become a limited partnership under this Part,

continues to be governed by sections 48 to 66 of chapter 230 of the Revised Statutes of Alberta, 1955 as they read prior to June 1, 1968.

RSA 1980 cP-2 s78

Exemption **79** Section 81 does not apply to limited partnerships.

RSA 1980 cP-2 s79

PART 2.1

REGISTRATION OF LIMITED LIABILITY PARTNERSHIPS

Registration of Alberta LLPs

Definition

79.1 In this Part, “eligible profession” means a profession or discipline that is regulated by an Act of Alberta that specifically authorizes members of the profession or discipline to carry on business through a corporation that has the words “Professional Corporation” or the abbreviation “P.C.” as part of its name.

1999 c27 s8

**Application for
registration as
Alberta LLP**

79.2(1) A partnership consisting of partners carrying on practice in one or more eligible professions may apply to the Registrar to be registered as an Alberta LLP.

(2) Subsection (1) does not apply where the governing body of any of the eligible professions in which the partners in the partnership carry on practice has passed a rule or by-law prohibiting persons who carry on practice in the eligible profession from doing so in a limited liability partnership under this Act.

(3) A limited partnership under Part 2 may not be registered as an Alberta LLP.

(4) An application must be in a format acceptable to the Registrar and must

(a) set out

(i) the name of the partnership,

(ii) the eligible profession or professions in which the partners carry on practice,

(iii) the name and residential address of the partner who is designated as the representative of the partnership in respect of matters relating to the partnership,

(iv) the address of the registered office of the partnership,

- (v) the separate post office box, if any, designated as the partnership's address for service by mail, and
 - (vi) any other information required by the regulations,
- (b) be accompanied with a statement from a person who is authorized by the governing body of the applicable eligible profession to provide the statement, certifying that
- (i) the partners are covered by liability insurance or other protection against professional liability within the meaning of section 11.1 in the form and amount that is required for that purpose by regulation, rule or by-law under the Act that regulates the eligible profession, and
 - (ii) the partnership and the partners meet all other applicable eligibility requirements for practice as an Alberta LLP that are imposed in or under the Act that regulates the eligible profession,
- and
- (c) be accompanied with the prescribed fee.

1999 c27 s8

Registration

79.3(1) If the Registrar is satisfied that an applicant for registration as an Alberta LLP meets the requirements of this Act, the Registrar shall register the applicant and provide the applicant with a certificate of registration.

(2) A certificate of registration issued by the Registrar is conclusive evidence that the Alberta LLP named in the certificate is registered under this Act.

(3) The registration of an Alberta LLP is not adversely affected by errors in the application, in the information referred to in section 79.2(4), or in any notice amending the registration or by changes in the filed information that occur after the date of registration.

(4) The registration of an Alberta LLP is not adversely affected by a change in the partners in the partnership.

1999 c27 s8

Effect of registration

79.4 Subject to any agreement between the partners, the registration of a partnership as an Alberta LLP does not cause the dissolution of the partnership, and the Alberta LLP continues as the same partnership that existed before the registration.

1999 c27 s8

Notice to
clients

79.5 On being registered as an Alberta LLP, a partnership shall forthwith send to all of its existing clients a notice that advises of the registration and explains in general terms the potential changes in liability of the partners that are a result of the registration and the operation of this Act.

1999 c27 s8

Registered
office, address
for service

79.6(1) An Alberta LLP shall at all times have a registered office in Alberta.

(2) An Alberta LLP may designate a separate post office box within Alberta as its address for service by mail.

(3) An Alberta LLP's registered office must be business premises of the LLP or of a person or firm that has agreed to act as the LLP's registered office, and the LLP shall ensure that its registered office is

(a) accessible to the public during normal business hours, and

(b) readily identifiable from the information provided in the registration documents or in any notice amending the registration.

1999 c27 s8

Partnership list

79.7 An Alberta LLP shall keep at its registered office a list of the partners in the LLP and shall forthwith provide the following information to any person who requests it:

(a) a list of the partners in the LLP;

(b) a list of the persons who were partners in the LLP on a particular date that is after the date of registration and is specified in the request.

1999 c27 s8

Notice of
changes

79.8(1) The registration of an Alberta LLP may be amended by filing with the Registrar a notice in a format acceptable to the Registrar, accompanied with the prescribed fee.

(2) Within 30 days following any change in the information referred to in section 79.2(4)(a), the Alberta LLP shall file with the Registrar a notice in a format acceptable to the Registrar setting out the changes and the effective date of them, and the notice must be accompanied with the prescribed fee.

1999 c27 s8

Periodic
reports

79.9 An Alberta LLP shall

- (a) file with the Registrar at the times prescribed in the regulations a report containing the information required by the regulations, and
- (b) pay to the Registrar any periodic fee required by the regulations.

1999 c27 s8

Cancellation of
registration

79.91(1) The Registrar may cancel the registration of an Alberta LLP

- (a) if the LLP is in default for a period of one year in complying with section 79.9,
- (b) if the LLP files with the Registrar a request in a format acceptable to the Registrar that the registration be cancelled, or
- (c) if the Registrar receives a notice from a person who is authorized by the governing body of the applicable eligible profession to provide the notice, stating that the LLP or one or more of the partners no longer complies with section 79.2(4)(b).

(2) Before cancelling an Alberta LLP's registration under subsection (1)(a), the Registrar shall

- (a) give to the LLP 120 days' notice of the intended cancellation, and
- (b) publish notice of the intended cancellation in the Registrar's periodical under the *Business Corporations Act* or The Alberta Gazette,

and the Registrar shall not cancel the registration if the LLP remedies the default before the expiration of the period referred to in the notice.

(3) Cancellation of the registration of an Alberta LLP only affects a partnership's registration as an LLP and does not dissolve the partnership.

1999 c27 s8

Name

79.92 The name of an Alberta LLP must meet the requirements, if any, set out in the regulations.

1999 c27 s8

- Service** **79.93(1)** A notice or document required or permitted to be sent to or served on an Alberta LLP may be
- (a) delivered to its registered office, or
 - (b) sent by registered mail to
 - (i) its registered office, or
 - (ii) the separate post office box designated as its address for service by mail,

as shown in the Registrar's records.

(2) A notice or document sent by registered mail to an Alberta LLP in accordance with subsection (1)(b) is deemed to be received or served at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the Alberta LLP did not receive the notice or document at that time or at all.

1999 c27 s8

Registration of Extra-provincial LLPs

Non-registered status **79.94** A partnership that has the status of a limited liability partnership under the laws of a jurisdiction outside Alberta shall be treated as an ordinary partnership with respect to rights and obligations that are acquired or incurred by the partnership under Alberta law while the partnership is carrying on business in Alberta before registration as an extra-provincial LLP under section 79.96.

1999 c27 s8

Extra-provincial LLP **79.95(1)** A partnership that

- (a) has the status of a limited liability partnership under the laws of a jurisdiction outside Alberta, and
- (b) consists of partners that carry on practice, whether through a professional corporation or not, in one or more professions or disciplines that are eligible professions in Alberta,

may apply to the Registrar to be registered as an extra-provincial LLP.

(2) Subsection (1) does not apply where the governing body of any of the eligible professions in which the partners in the partnership carry on practice has passed a rule or by-law prohibiting persons who carry on practice in the eligible profession from doing so in a limited liability partnership under this Act.

(3) An application must be in a format acceptable to the Registrar and must

(a) set out

- (i) the name of the partnership,
- (ii) the eligible profession or professions in which the partners carry on practice,
- (iii) the name and residential address in Alberta of the partner who is designated as the representative of the partnership in matters relating to the partnership,
- (iv) the governing jurisdiction of the partnership,
- (v) the address of the registered office of the partnership in Alberta,
- (vi) the separate post office box, if any, designated as the partnership's Alberta address for service, and
- (vii) any other information required by the regulations,

and

(b) be accompanied with

- (i) evidence satisfactory to the Registrar of the partnership's status as a limited liability partnership under the laws of the governing jurisdiction,
- (ii) a statement in respect of each eligible profession in which the Alberta partners carry on practice from a person who is authorized by the governing body of the applicable eligible profession in Alberta to provide the statement, certifying that
 - (A) the Alberta partners in the partnership are covered by liability insurance or other protection against professional liability within the meaning of section 11.1 in the form and amount that is required for that purpose by regulation, rule or by-law under the Act that regulates the eligible profession, and
 - (B) the partnership and the Alberta partners meet all other applicable eligibility requirements for practice as an extra-provincial LLP that are imposed in or under the Act that regulates the eligible profession,

and

(iii) the prescribed fee.

1999 c27 s8

Registration **79.96(1)** If the Registrar is satisfied that an applicant for registration as an extra-provincial LLP meets the requirements of this Act, the Registrar shall register the applicant and provide the applicant with a certificate of registration.

(2) A certificate of registration issued by the Registrar is conclusive evidence that the extra-provincial LLP named in the certificate is registered under this Act.

(3) The registration of an extra-provincial LLP is not adversely affected by errors in the application, in the information referred to in section 79.95(3), or in any notice amending the registration or by changes in the filed information that occur after the date of registration.

(4) The registration of an extra-provincial LLP is not adversely affected by a change in the partners in the partnership.

1999 c27 s8

Notice to clients **79.97** On being registered as an extra-provincial LLP, a partnership shall send to all of the existing clients of its Alberta practice a notice that advises of the registration and explains in general terms the potential changes in liability of the Alberta partners that are a result of the registration and the operation of this Act.

1999 c27 s8

Address for service **79.98(1)** An extra-provincial LLP shall have at all times a registered office in Alberta.

(2) An extra-provincial LLP may designate a separate post office box within Alberta as its address for service by mail.

(3) An extra-provincial LLP's registered office must be business premises of the LLP or of a person or firm that has agreed to act as the LLP's registered office, and the LLP shall ensure that the business premises are

(a) accessible to the public during normal business hours, and

(b) readily identifiable from the information provided in the registration documents or in any notice amending the registration.

1999 c27 s8

Partnership list **79.99** An extra-provincial LLP shall keep at its registered office a list of the Alberta partners in the LLP and shall forthwith provide the following information to any person who requests it:

- (a) a list of the Alberta partners in the LLP;
- (b) a list of the persons who were Alberta partners in the LLP on a particular date that is after the date of registration and is specified in the request.

1999 c27 s8

Name **79.991** The name of an extra-provincial LLP must contain the words and abbreviations required under the laws of its governing jurisdiction.

1999 c27 s8

Service **79.992(1)** A notice or document required or permitted to be sent to or served on an extra-provincial LLP may be

- (a) delivered to its registered office, or
- (b) sent by registered mail to
 - (i) its registered office, or
 - (ii) the separate post office box designated as its address for service by mail,

as shown in the Registrar's records.

(2) A notice or document sent by registered mail to an extra-provincial LLP in accordance with subsection (1)(b) is deemed to be received or served at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the extra-provincial LLP did not receive the notice or document at that time or at all.

1999 c27 s8

Notice of changes **79.993(1)** The registration of an extra-provincial LLP may be amended by filing with the Registrar a notice in a format acceptable to the Registrar, accompanied with the prescribed fee.

(2) Within 30 days following any change in the information referred to in section 79.95(3)(a), the extra-provincial LLP shall file with the Registrar a notice in a format acceptable to the Registrar setting out the changes and the effective date of them, and the notice must be accompanied with the prescribed fee.

1999 c27 s8

Periodic
reports

79.994 An extra-provincial LLP shall

- (a) file with the Registrar at the times prescribed in the regulations a report containing the information required by the regulations, and
- (b) pay to the Registrar any periodic fee required by the regulations.

1999 c27 s8

Cancellation of
registration

79.995(1) The Registrar may cancel the registration of an extra-provincial LLP

- (a) if the LLP is in default for a period of one year in complying with section 79.994,
- (b) if the LLP files with the Registrar a request in a format acceptable to the Registrar that the registration be cancelled,
- (c) if the Registrar receives a notice from a person who is authorized by the governing body of the applicable eligible profession in Alberta to provide the notice, stating that the LLP or one or more of the partners no longer complies with section 79.95(3)(b)(ii), or
- (d) if the Registrar receives a notice from the regulatory official or body in the LLP's governing jurisdiction stating that the LLP no longer has the status of a limited liability partnership in that jurisdiction.

(2) Before cancelling an extra-provincial LLP's registration under subsection (1)(a), the Registrar shall

- (a) give to the LLP 120 days' notice of the intended cancellation, and
- (b) publish notice of the intended cancellation in the Registrar's periodical under the *Business Corporations Act* or The Alberta Gazette,

and the Registrar shall not cancel the registration if the LLP remedies the default before the expiration of the period referred to in the notice.

1999 c27 s8

Law of
governing
jurisdiction
applies

79.996(1) The law of the governing jurisdiction of an extra-provincial LLP applies

- (a) to the organization and internal affairs of the LLP, and

(b) to the liability of the partners of the LLP for debts, obligations and liabilities of or chargeable to the partnership.

(2) Notwithstanding subsection (1), an Alberta partner of an extra-provincial LLP does not have any greater protection against individual liability in respect of his practice in Alberta than a partner in an Alberta LLP would have under this Part.

1999 c27 s8

PART 3

GENERAL

Rules of equity
and common
law

80 The rules of equity and of common law applicable to partnership continue in force except where they are inconsistent with the express provisions of this Act.

RSA 1970 c271 s80

Registration of Partnerships

Filing of
declarations of
partnerships

81 Persons associated in partnership for trading, manufacturing, contracting or mining purposes in Alberta shall file with the Registrar a declaration in writing, signed by the several members of the partnership.

RSA 1980 cP-2 s81;1987 c16 s2

Declaration
when partner
absent

82(1) If any of the members of a partnership are absent, at the time of the making of the declaration, from the place where the partnership carries on or intends to carry on business, then the declaration shall be signed by the members present in their own names and for their absent co-members under their special authority to that effect.

(2) The special authority shall be filed with the Registrar and annexed to the declaration.

RSA 1980 cP-2 s82;1987 c16 s2

Contents of
declaration

83 The declaration shall

- (a) contain the names, occupations and residences of each partner,
- (b) contain the firm name under which the partners carry on or intend to carry on business,
- (c) state the length of time the partnership has existed and is to exist, and

- (d) declare that the persons named in the declaration are the sole members of the partnership.

RSA 1980 cP-2 s83

Time for filing
declaration

84(1) The declaration shall be filed within 6 months after the formation of the partnership.

(2) A declaration submitted for filing more than 6 months after the formation of the partnership shall not be refused for filing by reason only of the lapse of time.

(3) A similar declaration shall in like manner be filed when a change or alteration takes place

- (a) in the membership of the partnership, or
- (b) in the firm name under which the members intend to carry on business,
- (c) repealed 1999 c27 s9.

and the declaration shall state each such change and alteration that has taken place.

(4) Where the place of residence of a member of the firm changes, the member shall, within 15 days after the effective date of the change, file a declaration with the Registrar setting out the new place of residence.

RSA 1980 cP-2 s84;1999 c27 s9

Persons Using Trade Name, Registration

Individual
using trade
name

85(1) Each person who

- (a) is engaged in business for trading, manufacturing, contracting or mining purposes,
- (b) is not associated in partnership with any other person or persons, and
- (c) uses as his business name
 - (i) some name or designation other than his own, or
 - (ii) his own name with the addition of "and company" or some other word or phrase indicating a plurality of members in the firm,

shall sign and file with the Registrar a declaration in writing of the fact.

(2) A declaration under this section shall

- (a) contain the name, occupation and residence of the declarant,
- (b) contain the business name under which the declarant carries on or intends to carry on business,
- (c) state that no other person is associated with the declarant in partnership, and
- (d) be filed within 6 months of the time when the business name is first used.

(3) A declaration submitted for filing more than 6 months after the time when the business name is first used shall not be refused for filing by reason only of the lapse of time.

RSA 1980 cP-2 s85;1987 c16 s2

Ceasing to
use business
name

85.1 If a person who has filed a declaration under section 85 ceases to carry on business under the business name referred to in the declaration, he may file with the Registrar a declaration stating

- (a) the date the declaration under section 85 was signed, and
- (b) the date on which he ceased to carry on business under that business name.

1987 c16 s2

86 Repealed 1987 c16 s2.

Penalty for
late filing

87 Every member of a partnership and every other person required to file a declaration under this Act who fails to comply with the provisions of this Act respecting filing is guilty of an offence and liable to a fine of not more than \$500.

RSA 1970 c271 s87;1976 c58 s7(4)

Stay of actions

88 An action or other proceeding instituted in any court in Alberta

- (a) by an unregistered partnership, or
- (b) by any other person who is required to register a declaration under this Act but has failed to comply with the requirements respecting registration,

may be stayed on application of the defendant or party opposite in interest until the partnership becomes registered or until the declaration is filed, as the case may be.

RSA 1970 c271 s88

Binding effect
of declaration

89 Allegations made in a declaration shall not be controverted

(a) by a person who has signed the declaration, or

(b) as against a person who is not a partner, by a person who has not signed the declaration but who was a member of the partnership at the time the declaration was made.

RSA 1970 c271 s89

Liability of
persons
signing
declaration

90(1) Until a new declaration is made and filed by him, or by his partners or any of them, a person who signed a declaration shall be deemed not to have ceased to be a partner.

(2) Nothing in this Act exempts from liability a person who, being a partner, fails to declare that fact, but such a person may be sued jointly with the partners mentioned in the declaration, or they may be sued alone, and if judgment is recovered against them any other partner or partners may be sued jointly or severally in an action on the original cause of action on which judgment was rendered.

(3) Nothing in this Act affects the rights of partners with regard to each other, except that no declaration shall be controverted by a signatory to it.

RSA 1970 c271 s90

Declaration of Dissolution

Declaration of
dissolution

91 When a partnership is dissolved any of the persons who composed the partnership may sign and file with the Registrar a declaration stating

(a) the name of the partnership dissolved,

(b) its address, and

(c) that the partnership is dissolved and the date on which it was dissolved,

and signed in the presence of a witness.

RSA 1980 cP-2 s91;1987 c16 s2

Regulations

- Regulations **92** The Lieutenant Governor in Council may make regulations
- (a) respecting applications for registration of limited liability partnerships under Part 2.1;
 - (b) respecting the imposition of terms and conditions on the registration of a limited liability partnership under Part 2.1 including, without limitation, regulations authorizing the Registrar to impose terms and conditions;
 - (c) governing name requirements for Alberta LLPs;
 - (d) establishing or providing for the manner of establishing fees to be charged in respect of anything done and any service or thing provided under this Act;
 - (e) governing reports for the purposes of sections 79.9 and 79.994.

RSA 1980 cP-2 s92;1999 c27 s10