



**PARTNERSHIP ACT
CHECKLIST FOR CERTIFICATE OF
EXTRA-TERRITORIAL
LIMITED PARTNERSHIP**



The *Partnership Act* does not specify a form to be used for a Certificate of Extra-Territorial Limited Partnership. Instead, section 90 of the Act and section 4 of the Partnership Regulations provides for the content of such a certificate:

Partnership Act:

90. (1) An extra-territorial limited partnership that carries on business in the Territories shall, within 30 days after commencing to carry on business in the Territories, file a certificate containing the prescribed information and signed by all general partners.

(2) A certificate must be supported by evidence satisfactory to the Registrar that the partnership exists as a limited partnership in the jurisdiction in which it was formed.

Partnership Regulations:

4. A certificate for registration of an extra-territorial limited partnership referred to in subsection 90(1) of the Act **must contain** the following information:

- (a) the firm name under which the extraterritorial limited partnership is to be conducted;
- (b) the nature of the business;
- (c) the name and place of residence of each general partner;
- (d) the term for which the extra-territorial limited partnership is to exist;
- (e) the amount of cash and the nature and fair value of any other property contributed by the limited partners;
- (f) the amount of any additional contributions to be made by the limited partners and the times at which, or events on the happening of which, an additional contribution is to be made;
- (g) the time, **if agreed on**, when the contribution of the limited partners is to be returned;
- (h) the share of the profits or other compensation by way of income that the limited partners are entitled to by reason of their contributions;
- (i) the right, **if given**, of a limited partner to substitute an assignee as contributor in his or her place, and the terms and conditions of the substitution;
- (j) the right, **if given**, of the partners to admit additional limited partners;
- (k) the right, **if given**, of one or more of the limited partners to priority over other limited partners, to a return of contributions or to compensation by way of income, and the nature of the priority;
- (l) the right, **if given**, of the remaining general partner or partners to continue the business on the death, retirement or mental incompetence of a general partner;
- (m) the right, **if given**, of a limited partner to demand and receive property other than cash in return for his or her contribution; and
- (n) the address for service required by section 93 of the Act.

OTHER REQUIREMENTS:

- Ensure that the Certificate is supported by evidence that the partnership is a limited partnership in the jurisdiction in which it was formed (in accordance with 90(2) above)