



CHECKLIST FOR: Certificate of Limited Partnership

The *Partnership and Business Names Act* does not specify a form to be used for a Certificate of Limited Partnership. Instead, section 58 of the Act provides for the content of such a certificate:

Partnership and Business Names Act:

58.(1) A limited partnership is formed when a certificate substantially complying with subsection (2) is registered.

(2) A certificate must be signed by all the persons wishing to form a limited partnership and must state:

- (a) the firm name under which the limited partnership is to be conducted;
- (b) the general nature of the business to be conducted by the limited partnership;
- (c) the name and place of residence of each partner, general and limited partners being respectively designated;
- (d) the term for which the limited partnership is to exist;
- (e) the amount of cash and the nature and fair value of other property, **if any**, contributed by each limited partner;
- (f) the amount of additional contributions, **if any**, agreed to be made by each limited partner 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 each limited partner is to be returned;
- (h) the share of the profits or other compensation by way of income that each limited partner is entitled to by reason of his or her contribution;
- (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.

Other Requirements:

- Ensure that the Certificate has been signed by all persons forming the limited partnership (in accordance with Subsection 58(2) above). This must be submitted to the Corporate Registry; together with the prescribed fee of **\$300.00**.
- Ensure that an Application for Name Search and Reservation is submitted; together with the prescribed fee of **\$25.00**, in accordance with Section 48 of the Act.

Where can we be contacted?

Corporate Registries

Government of the Northwest Territories, Dept. of Justice
1st Floor Stuart M. Hodgson Building
5009 49th Street, PO Box 1320
Yellowknife NT X1A 2L9 Canada

Phone: 1(867) 767-9304
Toll Free: 1(877) 743-3302

Fax: 1(867) 873-0243
Email: corporateregistries@gov.nt.ca

Hours of Operation: 9:30 AM to 4:00 PM Monday to Friday

Website: <https://www.justice.gov.nt.ca/en/business-names/>