

IV. And be it enacted, That a copy of any such original instrument or of any copy thereof so filed as aforesaid, including any statement made in pursuance of this Act, certified by the Clerk in whose Office the same shall be filed, shall be received in evidence, but only of the fact that such instrument or copy and statement was received and filed according to the endorsement of the Clerk thereon and of no other fact; and in all cases the original endorsement by the Clerk made in pursuance of this Act upon such instrument or copy, shall be received in evidence only of the facts stated in such endorsement.

Copies of mortgages filed, with certificate of Clerk, to be evidence of such filing.

V. And be it enacted, That the Clerks of the Courts aforesaid shall respectively number every such instrument or copy which shall be filed in their Offices, and shall enter in books, to be provided by them, alphabetically, the names of all the parties to such instruments, with the number endorsed thereon opposite to each name, which entry shall be repeated alphabetically under the name of every party thereto.

Clerks of the said Courts to number instruments filed with them, &c.

VI. And be it enacted, That this Act shall not apply to Mortgages of vessels registered under the provisions of an Act passed in the eighth year of Her Majesty's Reign, and intituled, *An Act to secure the right of property in British Plantation Vessels navigating the inland waters of this Province, and not registered under the Act of the Imperial Parliament of the United Kingdom, passed in the third and fourth years of the Reign of His late Majesty King William the Fourth, intituled, 'An Act for the registering of British Vessels,' and to facilitate transfers of the same, and to prevent the fraudulent assignment of any property in such Vessels.*

This Act not to apply to mortgage of vessels registered under 3 Vict. c. 5.

VII. And be it enacted, That for services under this Act, the Clerks aforesaid shall be entitled to receive the following fees: for filing each instrument and affidavit, and entering the same in a book as aforesaid, one shilling and three pence; for searching for each paper, six pence; and for copies of any documents filed under this Act, six pence for every hundred words.

Fees allowed to Clerks for registering mortgages.

## C A P . L X X V .

### An Act to authorize Limited Partnerships in Upper-Canada.

[ 30th May, 1849. ]

**B**E it enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed in the Parliament of the United Kingdom of Great Britain and Ireland, intituled, *An Act to re-unite the Provinces of Upper and Lower-Canada, and for the Government of Canada*, and it is hereby enacted by the authority of the same, That after the passing of this Act, Limited Partnerships for the transaction of any mercantile, mechanical or manufacturing business within Upper-Canada, may be formed by two or more persons, upon the terms, with the rights and powers, and subject to the conditions and liabilities hereinafter mentioned; but the provisions of this Act shall not be construed to authorize any such Partnership for the purpose of Banking or making Insurance.

Limited Partnerships may be formed in U. C.

Proviso as to Banking, &c.

Partnerships to consist of General and Special Partners.

II. And be it enacted, That such Partnerships may consist of one or more persons, who shall be called General Partners and who shall be jointly and severally responsible as general partners now are by law, and of one or more persons who shall contribute in actual cash payments, a specific sum as capital to the common stock, who shall be called Special Partners, and who shall not be liable for the debts of the partnership beyond the amount or amounts so contributed by him or them to the capital.

General Partners only shall transact business.

III. And be it enacted, That the general partners only shall be authorized to transact business and sign for the partnership, and to bind the same.

Partners to sign a certificate containing.

IV. And be it enacted, That the persons desirous of forming such partnership shall make and severally sign a Certificate which shall contain--

Name of firm.

*First.* The name or firm under which such partnership is to be conducted.

Nature of business.

*Secondly.* The general nature of the business intended to be transacted.

Names of Partners interested.

*Thirdly.* The names of all the general and special partners interested therein, distinguishing which are general and which are special partners, and their usual places of residence.

Amount of Capital Stock.

*Fourthly.* The amount of capital stock which each special partner shall have contributed.

Commencement and termination of Partnership.

*Fifthly.* The period at which the partnership is to commence, and the period at which it will terminate.

Certificate to be in form of Schedule.

V. And be it enacted, That the certificate shall be after the form in the Schedule annexed to this Act, and signed by the several persons forming such partnership, before a Notary Public, who shall duly certify the same.

Certificate to be filed in office of Clerk of the District Court.

VI. And be it enacted, That the certificate so signed and certified, shall be filed in the Office of the Clerk of the District Court of the District in which the principal place of business of the partnership shall be situate, and shall be recorded by him at large in a book to be kept for that purpose open to public inspection.

Partnership not valid until Certificate is filed.

VII. And be it enacted, That no such partnership shall be deemed to have been formed until a Certificate shall have been made, certified, filed and recorded as above directed; and if any false statement be made in such certificate, all the persons interested in such partnership shall be liable for all the engagements thereof, as general partners.

As to false statement.

Renewals of partnerships to be filed.

VIII. And be it enacted, That every renewal or continuance of such partnership beyond the time originally fixed for its duration, shall be certified, filed and recorded in the manner herein required for its original formation; and every such partnership which shall be otherwise renewed or continued, shall be deemed a general partnership.

Penalty for default.

IX. And be it enacted, That every alteration which shall be made in the names of the partners, in the nature of the business, or in the capital or shares thereof, or in any other matter specified in the original certificate, shall be deemed a dissolution of the partnership, and every such partnership which shall in any manner be carried on after any such alteration shall have been made, shall be deemed a general partnership, unless renewed as a special partnership, according to the provisions of the next preceding section.

Alteration of names of partners, &c., to be considered a dissolution of partnership.

X. And be it enacted, That the business of the partnership shall be conducted under a name or firm in which the names of the general partners, or some or one of them, shall only be used: and if the name of any special partner shall be used in such firm with his privity, he shall be deemed a general partner.

Business to be conducted under name of general Partners.

XI. And be it enacted, That suits in relation to the business of the partnership may be brought and conducted by and against the general partners in the same manner as if there were no special partners.

Suits how to be brought.

XII. And be it enacted, That no part of the sum which any special partner shall have contributed to the capital stock shall be withdrawn by him, or paid or transferred to him in the shape of dividends, profits or otherwise, at any time during the continuance of the partnership; but any partner may annually receive lawful interest on the sum so contributed by him, if the payment of such interest shall not reduce the original amount of such capital; and if after the payment of such interest, any profits shall remain to be divided, he may also receive his portion of such profits.

No part of sum contributed by Special Partner shall be withdrawn by him.

XIII. And be it enacted, That if it shall appear that by the payment of interest or profits to any special partner the original capital has been reduced, the partner receiving the same shall be bound to restore the amount necessary to make good his share of capital, with interest.

Provision if the original capital be reduced.

XIV. And be it enacted, That a special partner may from time to time examine into the state and progress of the partnership concerns, and may advise as to their management; but he shall not transact any business on account of the partnership, nor be employed for that purpose as Agent, Attorney or otherwise; and if he shall interfere, contrary to these provisions, he shall be deemed a general partner.

Special Partners may examine into Partnership concerns.

XV. And be it enacted, That the general partners shall be liable to account to each other and to the special partners for their management of the concern, both in law and equity, as other partners now are by law.

General Partners to account to each other and to Special Partners.

XVI. And be it enacted, That in case of the insolvency or bankruptcy of the partnership, no special partner shall under any circumstances be allowed to claim as a creditor until the claims of all the other creditors of the partnership shall be satisfied.

Other Creditors of Bankrupt partnership to be first satisfied.

XVII. And be it enacted, that no dissolution of such partnership by the acts of the parties shall take place previous to the time specified in the Certificate of its formation or in the Certificate of its renewal, until a notice of such dissolution shall have been filed in the office in which the original Certificate was recorded, and published once in each week for three weeks, in a newspaper published in the District where the partnership

No dissolution to take place, until notified in the Canada Gazette, &c.

partnership may have its principal place of business, and for the same time in the *Canada Gazette*.

Fee to the  
Clerk on filing  
certificate.

XVIII. And be it enacted, That the Clerk of the District Court shall be entitled to have and receive for filing any such Certificate or any renewal thereof, and for recording the same, the sum of Two shillings and six pence.

### SCHEDULE

(*Referred to in the foregoing Act, and Form of Certificate.*)

We, the undersigned, do hereby certify that we have entered into co-partnership under the style or firm of (*B. D. & Co.*), as (*Grocers and Commission Merchants*), which firm consists of (*A. B.*) residing usually at \_\_\_\_\_ and (*C. D.*) residing usually at \_\_\_\_\_ as general partners: and (*E. F.*) residing usually at \_\_\_\_\_ and (*G. H.*) residing usually at \_\_\_\_\_ as special partners. The said (*E. F.*) having contributed (£1,000) and the said (*G. H.*) (£2000,) to the Capital Stock of the said partnership. Which said co-partnership commences on the \_\_\_\_\_ day of \_\_\_\_\_ (*Anno Domini one thousand eight hundred and forty-nine,*) and terminates on the \_\_\_\_\_ day of \_\_\_\_\_ (*Anno Domini one thousand eight hundred and fifty-two*).

Dated this \_\_\_\_\_ day of \_\_\_\_\_  
*eight hundred and forty-eight.*)

(*Anno Domini one thousand*

(Signed,)

A. B.  
C. D.  
E. F.  
G. H.

Signed in the presence of me, }  
L. M., }  
Notary Public. }

### CAP. LXXVI.

An Act to regulate the Rates of Damages on Protested Bills of Exchange in Upper-Canada.

[ 30th May, 1849. ]

Preamble.

**W**HEREAS it is expedient for the purposes of Commerce that the law regulating the Rates of Damages on Protested Bills of Exchange in Upper-Canada should be better defined: Be it therefore enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed in the Parliament of the United Kingdom of Great Britain and Ireland, and intituled, *An Act to re-unite the Provinces of Upper and Lower-Canada,*