

FIRST SESSION,
TWENTIETH LEGISLATIVE ASSEMBLY
OF THE NORTHWEST TERRITORIES

PREMIÈRE SESSION,
VINGTIÈME ASSEMBLÉE LÉGISLATIVE
DES TERRITOIRES DU NORD-OUEST

BILL 18

PROJET DE LOI 18

AN ACT TO AMEND THE
PARTNERSHIP AND
BUSINESS NAMES ACT

LOI MODIFIANT LA LOI SUR LES SOCIÉTÉS
EN NOM COLLECTIF ET LES RAISONS
SOCIALES

DISPOSITION

Date of Notice Date de l'avis	1st Reading 1 ^{re} lecture	2nd Reading 2 ^e lecture	To Committee Au Comité	Chairperson Président	Reported Rapport	3rd Reading 3 ^e lecture	Date of Assent Date de sanction

BILL 18

AN ACT TO AMEND THE
PARTNERSHIP AND
BUSINESS NAMES ACT

The Commissioner of the Northwest Territories, by and with the advice and consent of the Legislative Assembly, enacts as follows:

1. The *Partnership and Business Names Act* is amended by this Act.

2. The English version of each of paragraphs 4(a) and (b) is amended by striking out "his or her creditors" and substituting "the person's creditors".

3. The English version of section 9 is repealed and the following is substituted:

9. Every partner in a firm is liable jointly with the other partners, for all debts and obligations of the firm incurred while a partner and after the death of the partner, their estate is also severally liable, in the due course of administration, for those debts and obligations, so far as they remain unsatisfied but subject to the prior payment of the partner's separate debts.

4. The English version of paragraph 11(a) is amended by striking out "his or her apparent authority" and substituting "the partner's apparent authority".

5. The English version of section 12 is amended by striking out "while he or she is a partner" and substituting "while a partner".

6. The English version of subsection 14(1) is amended by striking out "represents himself or herself as a partner in a particular firm, or who knowingly allows himself or herself to be so represented" and substituting "represents that the person is a partner in a particular firm, or who knowingly allows that representation to occur".

7. The English version of subsection 17(2) is amended by striking out "his or her retirement" and substituting "the partner's retirement".

8. The English version of paragraph 24(i) is amended by striking out "he or she" and substituting "the partner".

PROJET DE LOI 18

LOI MODIFIANT LA LOI SUR LES SOCIÉTÉS
EN NOM COLLECTIF ET LES RAISONS
SOCIALES

Le commissaire des Territoires du Nord-Ouest, sur l'avis et avec le consentement de l'Assemblée législative, édicte :

1. La *Loi sur les sociétés en nom collectif et les raisons sociales* est modifiée par la présente loi.

2. La version anglaise des alinéas 4a) et b) est modifiée par suppression de «his or her creditors» et par substitution de «the person's creditors».

3. La version anglaise de l'article 9 est abrogée et remplacée par ce qui suit :

9. Every partner in a firm is liable jointly with the other partners, for all debts and obligations of the firm incurred while a partner and after the death of the partner, their estate is also severally liable, in the due course of administration, for those debts and obligations, so far as they remain unsatisfied but subject to the prior payment of the partner's separate debts.

4. La version anglaise de l'alinéa 11a) est modifiée par suppression de «his or her apparent authority» et par substitution de «the partner's authority».

5. La version anglaise de l'article 12 est modifiée par suppression de «while he or she is a partner» et par substitution de «while a partner».

6. La version anglaise du paragraphe 14(1) est modifiée par suppression de «represents himself or herself as a partner in a particular firm, or who knowingly allows himself or herself to be so represented» et par substitution de «represents that the person is a partner in a particular firm, or who knowingly allows that representation to occur».

7. La version anglaise du paragraphe 17(2) est modifiée par suppression de «his or her retirement» et par substitution de «the partner's retirement».

8. La version anglaise de l'alinéa 24i) est modifiée par suppression de «he or she» et par substitution de «the partner».

Liability of partner

Liability of partner

9. The English version of subsection 26(1) is amended by striking out "his or her intention" and substituting "the partner's intention".

9. La version anglaise du paragraphe 26(1) est modifiée par suppression de «his or her intention» et par substitution de «the partner's intention».

10. The English version of section 28 is amended by striking out "his or her legal representatives" and substituting "their legal representatives".

10. La version anglaise de l'article 28 est modifiée par suppression de «his or her legal representatives» et par substitution de «their legal representatives».

11. The English version of that portion of subsection 31(2) preceding paragraph (a) is amended by striking out "his or her share" and substituting "the partner's share".

11. La version anglaise du passage introductif du paragraphe 31(2) est modifiée par suppression de «his or her share» et par substitution de «the partner's share».

12. The English version of paragraph 32(c) is amended by striking out "his or her intention" and substituting "the partner's intention".

12. La version anglaise de l'alinéa 32c) est modifiée par suppression de «his or her intention» et par substitution de «the partner's intention».

13. The English version of subsection 33(2) is amended by striking out "his or her share" and substituting "the partner's share".

13. La version anglaise du paragraphe 33(2) est modifiée par suppression de «his or her share» et par substitution de «the partner's share».

14. The English version of section 35 is amended
(a) in paragraph (a), by striking out "his or her guardian" and substituting "the partner's guardian";
(b) in paragraph (b), by striking out "his or her part" and substituting "their part"; and
(c) in paragraph (d), by striking out "so conducts himself or herself in matters" and substituting "acts in a manner".

14. La version anglaise de l'article 35 est modifiée comme suit :
a) par suppression, à l'alinéa a), de «his or her guardian» et par substitution de «the partner's guardian»;
b) par suppression, à l'alinéa b), de «his or her part» et par substitution de «their part»;
c) par suppression, à l'alinéa d), de «so conducts himself or herself in matters» et par substitution de «acts in a manner».

15. The English version of section 37 is amended by striking out "his or her or their concurrence" and substituting "the concurrence of the partners".

15. La version anglaise de l'article 37 est modifiée par suppression de «his or her or their concurrence» et par substitution de «the concurrence of the partners».

16. The English version of that portion of section 39 following paragraph (b) is amended by striking out "his or her representatives" and substituting "the partner's representatives".

16. La version anglaise du passage qui suit l'alinéa 39b) est modifiée par suppression de «his or her representatives» et par substitution de «the partner's representatives».

17. The English version of that portion of subsection 42(2) preceding paragraph (a) is amended by
(a) striking out "his or her death" and substituting "the member's death"; and
(b) striking out "his or her option" and substituting "the outgoing partner's option".

17. La version anglaise du passage introductif du paragraphe 42(2) est modifiée comme suit :
a) par suppression de «his or her death» et par substitution de «the member's death»;
b) par suppression de «his or her option» et par substitution de «the outgoing partner's option».

18. The English version of the definition "business name" in subsection 45(1) is amended

- (a) in that portion of paragraph (a) preceding subparagraph (i), by striking out "he or she" and substituting "the individual"; and**
- (b) in subparagraph (i), by striking out "his or her surname" and substituting "the individual's surname".**

19. (1) Subsection 46(1) is amended by striking out "identify himself or herself to the public in association with the partnership" and substituting "identify to the public that the person is associated with the partnership".

(2) Subsection 46(2) is amended by striking out "identify himself or herself to the public under a business name" and substituting "identify to the public that the person operates under a business name".

20. The English version of subsection 47(3) is amended by striking out "his or her signing authority" and substituting "the partner's signing authority".

21. The English version of each of the following provisions is amended by striking out "he or she" and substituting "the Registrar":

- (a) that portion of subsection 48(1) preceding paragraph (a);**
- (b) subsection 49(1);**
- (c) subsection 50(3).**

22. The English version of subsection 53.1(2) is amended by striking out "he or she" and substituting "the partner".

23. The English version of section 54 is amended by repealing the definition "substituted limited partner" and substituting the following:

"substituted limited partner" means a person who is admitted to all the rights of a limited partner who has died or has assigned their interest in the limited partnership. (*commanditaire remplaçant*)

24. The English version of each of paragraphs 58(2)(h), (i) and (m) is amended by striking out "his or her" and substituting "the limited partner's".

18. La version anglaise du paragraphe 45(1) est modifiée, dans la définition de «business name», comme suit :

- a) par suppression, dans le passage introductif du sous-alinéa (i), de «he or she» et par substitution de «the individual»;**
- b) par suppression, au sous-alinéa (i), de «his or her surname» et par substitution de «the individual's surname».**

19. (1) Le paragraphe 46(1) est modifié par suppression de «se faire connaître du public en liaison avec la société en nom collectif» et par substitution de «indiquer au public qu'elle est associée à la société en nom collectif».

(2) Le paragraphe 46(2) est modifié par suppression de «se faire connaître du public sous une raison sociale, sauf si la raison sociale» et par substitution de «indiquer au public qu'il l'exploite sous une raison sociale, sauf si celle-ci».

20. La version anglaise du paragraphe 47(3) est modifiée par suppression de «his or her signing authority» et par substitution de «the partner's signing authority».

21. La version anglaise des dispositions qui suivent est modifiée par suppression de «he or she» et par substitution de «the Registrar» :

- a) le passage introductif du paragraphe 48(1);**
- b) le paragraphe 49(1);**
- c) le paragraphe 50(3).**

22. La version anglaise du paragraphe 53.1(2) est modifiée par suppression de «he or she» et par substitution de «the partner».

23. La version anglaise de l'article 54 est modifiée par abrogation de la définition de «substituted limited partner» et par substitution de ce qui suit :

"substituted limited partner" means a person who is admitted to all the rights of a limited partner who has died or has assigned their interest in the limited partnership. (*commanditaire remplaçant*)

24. La version anglaise des alinéas 59(2)(h), (i) et (m) est modifiée par suppression de «his or her» et par substitution de «the limited partner's».

25. The English version of subsection 59(2) is amended by striking out "his or her contribution" and substituting "the person's contribution".

26. The English version of paragraph 65(1)(b) is amended by striking out "his or her contribution" and substituting "their contribution".

27. The English version of each of the following provisions is amended by striking out "his or her contribution" and substituting "the limited partner's contribution":

- (a) that portion of subsection 68(1) preceding paragraph (a);**
- (b) that portion of subsection 68(2) preceding paragraph (a);**
- (c) that portion of subsection 68(3) preceding paragraph (a);**
- (d) paragraphs 68(4)(a) and (b);**
- (e) paragraph 69(1)(a);**
- (f) paragraph 69(2)(b);**
- (g) subsection 69(5).**

28. The English version of section 70 is amended by striking out "his or her rights and powers" and substituting "their rights and powers".

29. (1) The English version of that portion of subsection 72(2) following paragraph (b) is amended by striking out "his or her contribution, to which his or her assignor" and substituting "the assignee's contribution, to which their assignor".

(2) The English version of subsection 72(5) is amended

- (a) by striking out "his or her assignor" and substituting "their assignor"; and**
- (b) by striking out "he or she" and substituting "the substituted limited partner".**

30. (1) The English version of paragraph 74(1)(b) is repealed and the following is substituted:

- (b) whatever power the deceased limited partner had to constitute their assignee as a substituted limited partner.**

(2) The English version of subsection 74(2) is amended by striking out "his or her liabilities" and substituting "the deceased's liabilities".

25. La version anglaise du paragraphe 59(2) est modifiée par suppression de «his or her contribution» et par substitution de «the person's contribution».

26. La version anglaise de l'alinéa 65(1)b est modifiée par suppression de «his or her contribution» et par substitution de «their contribution».

27. La version anglaise des dispositions qui suivent est modifiée par suppression de «his or her contribution» et par substitution de «the limited partner's contribution» :

- a) le passage introductif du paragraphe 68(1);**
- b) le passage introductif du paragraphe 68(2);**
- c) le passage introductif du paragraphe 68(3);**
- d) les alinéas 68(4)a) et b);**
- e) l'alinéa 69(1)a);**
- f) l'alinéa 69(2)b);**
- g) le paragraphe 69(5).**

28. La version anglaise de l'article 70 est modifiée par suppression de «his or her rights and powers» et par substitution de «their rights and powers».

29. (1) La version anglaise du paragraphe 72(2) est modifiée par suppression de «his or her contribution, to which his or her assignor», dans le passage qui suit l'alinéa b), et par substitution de «the assignee's contribution, to which their assignor».

(2) La version anglaise du paragraphe 72(5) est modifiée par :

- a) suppression de «his or her assignor» et par substitution de «their assignor»;**
- b) suppression de «he or she» et par substitution de «the substituted limited partner».**

30. (1) La version anglaise de l'alinéa 74(1)b est abrogée et remplacée par ce qui suit :

- (b) whatever power the deceased limited partner had to constitute their assignee as a substituted limited partner.**

(2) La version anglaise du paragraphe 74(2) est modifiée par suppression de «his or her liabilities» et par substitution de «the deceased's liabilities».

31. The English version of section 80 is amended
(a) in paragraph (a), by striking out "he or she" and substituting "the party"; and
(b) in paragraph (b), by striking out "he or she signed the certificate, but within a sufficient time before the false statement was relied upon to enable him or her" and substituting "the party signed the certificate, but within a sufficient time before the false statement was relied upon to enable the party".

32. The English version of section 81 is amended
(a) in that portion preceding paragraph (a), by striking out "he or she" and substituting "the person"; and
(b) by striking out that portion following paragraph (b) and substituting the following:

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

33. The English version of section 83 is amended by striking out "he or she" and substituting "the limited partner".

34. The English version of subsection 84(1) is amended by striking out "his or her behalf" and substituting "the partner's behalf".

35. The English version of subsection 93(2) is amended by striking out "his or her address" and substituting "their address".

36. The English version of subsection 104(2) is amended by striking out "he or she" and substituting "the Registrar".

37. Subsection 106.1(3) is repealed and the following is substituted:

(3) A decision by the Registrar that is subject to a judicial review is not stayed during the review.

31. La version anglaise de l'article 80 est modifiée comme suit :

- a) par suppression, à l'alinéa a), de «he or she» et par substitution de «the party»;**
- b) par suppression, à l'alinéa b), de «he or she signed the certificate, but within a sufficient time before the false statement was relied upon to enable him or her» et par substitution de «the party signed the certificate, but within a sufficient time before the false statement was relied upon to enable the party».**

32. La version anglaise de l'article 81 est modifiée comme suit :

- a) par suppression, dans le passage introductif, de «he or she» et par substitution de «the person»;**
- b) par suppression du passage qui suit l'alinéa b) et par substitution de ce qui suit :**

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

33. La version anglaise de l'article 83 est modifiée par suppression de «he or she» et par substitution de «the limited partner».

34. La version anglaise du paragraphe 84(1) est modifiée par suppression de «his or her behalf» et par substitution de «the partner's behalf».

35. La version anglaise du paragraphe 93(2) est modifiée par suppression de «his or her address» et par substitution de «their address».

36. La version anglaise du paragraphe 104(2) est modifiée par suppression de «he or she» et par substitution de «the Registrar».

37. Le paragraphe 106.1(3) est abrogé et remplacé par ce qui suit :

(3) La révision judiciaire d'une décision du registraire n'a pas pour effet de suspendre la décision pendant son déroulement.

Decision pending review

Décision pendant la révision