

PARTNERSHIPS.

In the three Provinces, the Acts relative to limited partnerships, the rights and liabilities of special partners therein, the distinction in such partnership between special and general partners, the provisions for signing and filing the certificate of partnership and its terms, with the Registrar of Deeds of the County, or the Clerk of the County Court, as the case may be; the provisions in case of dissolution or insolvency, and other matters arising out of such partnership, are substantially the same, excepting that in New Brunswick in case of assignment by such partnership or insolvency, it is expressly provided that Crown debts shall first be paid or secured, and there is no provision—as in Ontario and Nova Scotia—expressly excluding a special partner from ranking on the estate, or claiming as a creditor until the claims of all other creditors of the partnership are satisfied.

Con. Stat. Canada, chap. 6C, 689; N. B., R. S., chap. 121; N. S., R. S., 3rd Series, Chap. 80.

In *Nova Scotia*.—In the same Chapter 80, are some excellent provisions for winding up the affairs of a partnership consisting only of two persons, which has terminated, and the parties cannot agree.

It provides that either may file a petition in the Supreme Court, stating the facts respecting their dealings, and praying the aid of the Court. Thereupon a summons is served with a copy of the petition on the partner complained against. On the return and proof to the Court, that the partnership consisted of two persons only, the Court by rule orders each partner to select an arbitrator. If the partners do not within the time specified in the rule, select two arbitrators, the Court appoints two; those two select another, and the three are, by law, the arbitrators to settle the partnership dealings. Before commencing, the arbitrators are sworn fairly to settle the business.

They then order production of books, papers, &c., and appoint time and place for investigation, and examination of partner and witnesses; and if either party fails to attend, arbitrators proceed *ex parte*.

The arbitrators have power to summon witnesses, and administer oaths, and shall examine the partners and their witnesses on oath. They or any two of them, are to make their award, with or without costs, in their discretion; file the same in the Prothonotary's Office, and judgment is thereupon to be entered at the next term, if no sufficient objection be shewn; which judgment is to be final, and execution may be issued thereon.

The arbitrators, or any two of them, may order the costs of the proceedings, including a reasonable compensation for themselves, to be paid by either of the partners, and in such manner as the arbitrators, or any two of them may direct; and the Court is to enforce such payment by attachment or otherwise.

After such adjudication by the arbitrators, no proceedings in Equity, touching the partnership dealings by one partner against the other, will be allowed.

There exist no provisions of this nature for winding up a partnership in *Ontario* or *New Brunswick*.

In *New Brunswick*, the 21st Vic. chap. 19, A. D. 1858, was passed reciting as its object, to promote, and secure greater confidence in dealing with co-partnerships, and facilitating the recovery of debts, by making accessible the names of the different persons composing firms.

It required that all persons then carrying on business in co-partnership in the Province as general partners, should within six months after passing the Act, severally make and sign a certificate containing the names and places of residence of the partners in the firm; and that all firms thereafter to be established, should, previous to carrying on business in the Province, do the same.

That such certificates should be proved or acknowledged in the same manner as deeds or conveyances of land, and should be filed in the office of the Registrar of Deeds for the County, where the business was, or was to be carried on.

That, on dissolution or changes, similar certificates were to be proved and filed; that

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, c. 80—312.

, c. 10, R. S. 886.