



*Partnership Act*

EXTRAPROVINCIAL LIMITED LIABILITY  
PARTNERSHIPS AND LIMITED  
PARTNERSHIPS FROM A DESIGNATED  
PROVINCE REGULATION

**B.C. Reg. 90/2009**

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**Consolidated Regulations of British Columbia**

*This is an unofficial consolidation.*

B.C. Reg. 90/2009 (O.C. 191/2009), deposited March 6, 2009 and effective April 27, 2009, is made under the *Partnership Act*, R.S.B.C. 1996, c. 348, s. 131.

This is an unofficial consolidation provided for convenience only. This is not a copy prepared for the purposes of the *Evidence Act*.

This consolidation includes any amendments deposited and in force as of the currency date at the bottom of each page. See the end of this regulation for any amendments deposited but not in force as of the currency date. Any amendments deposited after the currency date are listed in the B.C. Regulations Bulletins. All amendments to this regulation are listed in the *Index of B.C. Regulations*. Regulations Bulletins and the Index are available online at [www.bclaws.ca](http://www.bclaws.ca).

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FROM A DESIGNATED PROVINCE REGULATION  
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## *Partnership Act*

# **EXTRAPROVINCIAL LIMITED LIABILITY PARTNERSHIPS AND LIMITED PARTNERSHIPS FROM A DESIGNATED PROVINCE REGULATION**

**B.C. Reg. 90/2009**

### **Definitions and interpretation**

**1** (1) In this regulation:

“**Act**” means the *Partnership Act*;

“**extraprovincial limited liability partnership**” means a foreign partnership that is registered as an extraprovincial limited liability partnership under this regulation;

“**foreign partnership**” means a partnership from a designated province;

“**limited partnership**” means a foreign partnership that is registered as a limited partnership under this regulation;

“**registration statement**” means data about a foreign partnership, an extraprovincial limited liability partnership or a limited partnership received by the registrar from the extraprovincial registrar.

(2) References to “registration statement” in provisions of the Act that apply to a foreign partnership, an extraprovincial limited liability partnership or a limited partnership must, when the context requires, be read as that term is defined in subsection (1).

[am. B.C. Reg. 119/2013, Sch. s. 1.]

### **Designated provinces**

**2** For the purposes of Part 7 of the Act and this regulation, the following are designated provinces:

(a) Alberta;

(b) Saskatchewan.

[en. B.C. Reg. 119/2013, Sch. s. 2.]

### **Exemption and disapplication**

**3** (1) A foreign partnership is exempt from section 80 (2) (b) of the Act.

(2) A limited partnership is exempt from section 54 of the Act.

(3) An extraprovincial limited liability partnership is exempt from sections 111 and 124 of the Act.

(4) Sections 93 (b) and (k) to (m) and 115 (2) to (5) of the Act do not apply in respect of a foreign partnership.

(5) Section 93 (b) and (k) to (m) of the Act does not apply in respect of a limited partnership.

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- (6) Sections 93 (b) and (k) to (m), 117 insofar as it refers to sections 98 and 111, and 129 (1) (b) (i) of the Act do not apply in respect of an extraprovincial limited liability partnership.

[am. B.C. Reg. 15/2018, Sch. 2, s. 1.]

**Manner in which registrar may accept records, etc.**

- 4** The registrar may accept records, filings, applications, information, forms, notices and fees respecting a foreign partnership, a limited partnership or an extraprovincial limited liability partnership from an extraprovincial registrar in one or more of the following manners, as applicable:
- (a) electronically;
  - (b) by facsimile transmission;
  - (c) by mail.

**Registration of foreign partnership as extraprovincial limited liability partnership**

- 5** (1) The registrar may register a foreign partnership as an extraprovincial limited liability partnership if the foreign partnership files with the registrar a registration statement that contains
- (a) the name that is reserved under section 89 of the Act, by way of a reservation that is in effect when the registration statement is filed, to be the firm name of the foreign partnership after it is registered as an extraprovincial limited liability partnership, and
  - (b) any other information required by the registrar.
- (2) A registration statement may be filed on behalf of a foreign partnership under subsection (1) by
- (a) a person who has received the approval of all the partners to do so, or
  - (b) if the foreign partnership agreement authorizes the filing of a registration statement for the foreign partnership under subsection (1), any person.
- (3) On a foreign partnership complying with subsection (1) to the satisfaction of the registrar, the registrar must
- (a) register the foreign partnership as an extraprovincial limited liability partnership,
  - (b) accept the registration statement,
  - (c) publish notice of the registration on a website maintained by or on behalf of the government of British Columbia, and
  - (d) acknowledge the registration of the foreign partnership as an extraprovincial limited liability partnership by sending a copy of the registration statement, certified by the registrar, to the mailing address of its registered office in British Columbia, or if none, to the mailing address of its attorney.

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- (4) The allegations contained in a registration statement filed under this section are evidence of the information contained in those allegations.

[am. B.C. Reg. 15/2018, Sch. 2, s. 2.]

**Registration of foreign partnership as limited partnership**

- 6** (1) The registrar may register a foreign partnership as a limited partnership if the foreign partnership files with the registrar a registration statement that contains
- (a) the name that is reserved under section 89 of the Act, by way of a reservation that is in effect when the registration statement is filed, to be the firm name of the foreign partnership after it is registered as a limited partnership, and
  - (b) any other information required by the registrar.
- (2) On a foreign partnership complying with subsection (1) to the satisfaction of the registrar, the registrar must
- (a) register the foreign partnership as a limited partnership,
  - (b) accept the registration statement, and
  - (c) Repealed. [B.C. Reg. 119/2013, Sch. s. 3.]
  - (d) acknowledge the registration of the foreign partnership as a limited partnership by sending a copy of the registration statement, certified by the registrar, to the mailing address of its attorney.

[am. B.C. Regs. 119/2013, Sch. s. 3; 15/2018, Sch. 2, s. 3.]

**Personal information – residential addresses**

- 7** The registrar may
- (a) collect the residential address of a partner from a person other than the partner for the purposes of registration of, and the maintenance of registration of, a foreign partnership or a limited partnership, as the case may be, of which the person is a partner, and
  - (b) disclose the residential address of a partner of a limited partnership to the public for the purposes of the Act and this regulation.

**Names similar to corporation**

- 8** (1) Subject to subsection (2), the registrar must not accept
- (a) a registration statement under section 5 or 6, or
  - (b) an amendment to a registration statement under section 10
- that contains a firm name that resembles any of the following to such an extent that, in the opinion of the registrar, the firm name is likely to confuse or mislead:
- (c) the name of a corporation incorporated, amalgamated, continued or otherwise formed in British Columbia;
  - (d) the name or assumed name under which a corporation is registered

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- (i) under the *Business Corporations Act* as an extraprovincial company as defined in section 1 (1) of that Act,
    - (ii) under the *Cooperative Association Act* as an extraprovincial association as defined in section 1 (1) of that Act, or
    - (iii) under the *Societies Act* as an extraprovincial non-share corporation as defined in section 1 of that Act;
  - (e) a name or assumed name reserved under the *Business Corporations Act*, the *Cooperative Association Act* or the *Societies Act*.
- (2) The registrar may accept a registration statement or an amendment to a registration statement that contains a firm name that, as set out in subsection (1), resembles the name or assumed name of a corporation referred to in subsection (1) (c) to (e) if
- (a) the corporation consents in writing to the filing of the statement or amendment, or
  - (b) the applicant for registration used the firm name before the corporation first used its name or assumed name.
- [en. B.C. Reg. 15/2018, Sch. 2, s. 4.]

**Attorney**

- 9** (1) A limited partnership must have an attorney.
- (2) An attorney must be
- (a) an individual who is resident in British Columbia, or
  - (b) a company within the meaning of the *Business Corporations Act*.
- (3) The mailing address and delivery address of an attorney must be,
- (a) if the attorney is an individual, the mailing address and delivery address of the office in British Columbia at which the individual can usually be reached during normal business hours, or
  - (b) if the attorney is a company, the mailing address and delivery address of that company's registered office.
- (4) An attorney for a limited partnership is deemed to be authorized by the limited partnership
- (a) to accept service of process on its behalf in each legal proceeding by or against it in British Columbia, and
  - (b) to receive each notice to it.

**Notice of changes to be filed**

- 10** (1) If, at any time, information included in a registration statement under section 5 or 6 or this section changes, the extraprovincial limited liability partnership or the limited partnership, as the case may be, must promptly file an amendment to the



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registration statement, in the form established by the registrar, indicating the change.

- (2) On an extraprovincial limited liability partnership or limited partnership complying with subsection (1) to the satisfaction of the registrar, the registrar must
  - (a) file the amendment, and
  - (b) acknowledge the filing of the amendment by sending a copy of the amendment, certified by the registrar, to the mailing address of the attorney of the partnership or the mailing address provided by the partnership for this purpose.
- (3) On an extraprovincial limited liability partnership complying with subsection (1) to the satisfaction of the registrar, the registrar must, in addition to the requirements of subsection (2), publish notice of the amendment on a website maintained by or on behalf of the government of British Columbia.

**Cancellation of registration of limited partnership**

- 11** (1) On the dissolution of a limited partnership, the limited partnership must submit to the registrar for filing a notice, in the form established by the registrar, advising the registrar of the dissolution of the limited partnership.
- (2) For the purposes of subsection (1), any person who was a partner of the limited partnership at the time of its dissolution may file the notice.
- (3) The registrar must cancel the registration of a foreign partnership registered as a limited partnership if the registrar receives from an extraprovincial registrar notice of the dissolution of the foreign partnership.
- (4) The registrar may cancel the registration of a limited partnership if there is filed with the registrar a request, in the form established by the registrar, that the registration be cancelled.

**How registrar may transmit records, etc.**

- 12** (1) The registrar may collect records, filings, applications, information, forms, notices, and fees from a limited partnership formed under Part 3 of the Act or a limited liability partnership formed under Part 6 of the Act for an extraprovincial registrar and transmit them to the extraprovincial registrar in one or more of the following manners, as applicable:
  - (a) electronically;
  - (b) by facsimile transmission;
  - (c) by mail.
- (2) Without limiting subsection (1), the registrar may collect a name search fee for a name search required by the extraprovincial registrar for Alberta and transmit the fee to the service provider.

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- (3) In subsection (2), “**service provider**” means the service provider designated by the registrar to perform a name search required by the extraprovincial registrar referred to in that subsection.

[am. B.C. Reg. 119/2013, Sch. s. 4.]

**Registrar must obtain consent**

- 13** Before transmitting the matters referred to in section 12 to an extraprovincial registrar, the registrar must obtain the consent of the limited partnership or limited liability partnership, as the case may be.

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