

*The
Partnership
(Designated
Extraprovincial
Limited Liability
Partnerships)
Regulations*

being

[Chapter P-3 Reg 2](#) (effective July 1, 2013).

NOTE:

This consolidation is not official. Amendments have been incorporated for convenience of reference and the original statutes and regulations should be consulted for all purposes of interpretation and application of the law. In order to preserve the integrity of the original statutes and regulations, errors that may have appeared are reproduced in this consolidation.

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CHAPTER P-3 REG 2

The Partnership Act

PART I

Preliminary Matters

Title

1 These regulations may be cited as *The Partnership (Designated Extraprovincial Limited Liability Partnerships) Regulations*.

Interpretation

2 In these regulations:

- (a) “**Act**” means *The Partnership Act*;
- (b) “**agreement**” means an agreement pursuant to section 110.2 of the Act;
- (c) “**business day**” means a day other than a Saturday, Sunday or holiday;
- (d) “**designated extra-provincial limited liability partnership**” means an extra-provincial limited liability partnership designated pursuant to subsection 3(3) or (4);
- (e) “**designated extra-provincial registrar**” means an extra-provincial registrar designated pursuant to subsection 3(1) or (2);
- (f) “**home jurisdiction**”, with respect to a designated extra-provincial limited liability partnership, means the jurisdiction in which the designated extra-provincial limited liability partnership is registered;
- (g) “**registered limited liability partnership**” means a limited liability partnership that is registered in the jurisdiction of a designated extra-provincial registrar.

5 Jly 2013 cP-3 Reg 2 s2.

PART II

Designations

Designations

3(1) The Registrar of Companies appointed pursuant to the *Business Corporations Act* (British Columbia) is designated as an extra-provincial registrar to which these regulations apply.

(2) The Registrar of Corporations appointed pursuant to the *Business Corporations Act* (Alberta) is designated as an extra-provincial registrar to which these regulations apply.

(3) Extra-provincial limited liability partnerships that are limited liability partnerships as defined in the *Partnership Act* (British Columbia) are designated as extra-provincial limited liability partnerships to which these regulations apply.

(4) Extra-provincial limited liability partnerships that are limited liability partnerships within the meaning of the *Partnership Act* (Alberta) are designated as extra-provincial limited liability partnerships to which these regulations apply.

5 Jly 2013 cP-3 Reg 2 s3.

PART III
Saskatchewan Limited Liability Partnerships

Registration in jurisdiction of designated extra-provincial registrar

4(1) A limited liability partnership shall comply with these regulations with respect to the limited liability partnership's application for registration in the jurisdiction of a designated extra-provincial registrar.

(2) An application pursuant to subsection (1) must be accompanied by the information, documents and fees required pursuant to the legislation of the jurisdiction of the designated extra-provincial registrar.

5 Jly 2013 cP-3 Reg 2 s4.

Maintaining registration

5(1) A registered limited liability partnership shall comply with these regulations with respect to extra-provincial matters in the jurisdiction of a designated extra-provincial registrar in which the registered limited liability partnership is registered.

(2) In meeting a requirement pursuant to subsection (1), a registered limited liability partnership must provide the information, documents and fees required pursuant to the legislation of the jurisdiction of the designated extra-provincial registrar.

5 Jly 2013 cP-3 Reg 2 s5.

Applications, information and documents

6(1) An application and any information and documents submitted by a limited liability partnership pursuant to section 4 or by a registered limited liability partnership pursuant to section 5, as the case may be, must be in the form, including an electronic format, if any, established by the registrar.

(2) If the registrar considers that an application, information or a document submitted pursuant to these regulations contains extraneous information, the registrar may reject the application, information or document.

(3) On receipt of an application, information or documents pursuant to subsection 4(1) or section 5, the registrar shall promptly compile any information and documents from the registrar's records that the applicable agreement requires the registrar to provide to the designated extra-provincial registrar.

(4) In accordance with the applicable agreement, the registrar shall transmit to the designated extra-provincial registrar:

- (a) the information, documents and fees submitted to the registrar pursuant to these regulations; and
- (b) the information and documents compiled pursuant to subsection (3).

5 Jly 2013 cP-3 Reg 2 s6.

Provision of other information to designated extra-provincial registrar

7(1) If a registered limited liability partnership submits information or a document to the registrar pursuant to the Act, the registrar shall, if required by the applicable agreement:

- (a) transmit the information or document to the designated extra-provincial registrar; and
- (b) take any other action respecting the information or document that is specified in the applicable agreement.

(2) If the registrar takes action with respect to a registered limited liability partnership pursuant to the Act, the registrar shall, if required by the applicable agreement:

- (a) transmit to the designated extra-provincial registrar information respecting the action taken; and
- (b) take any other action respecting the information that is specified in the applicable agreement.

(3) The registrar may act pursuant to subsection (1) or (2) whether or not the registered limited liability partnership has submitted information or documents pursuant to section 5.

5 Jly 2013 cP-3 Reg 2 s7.

PART IV

Designated Extra-provincial Limited Liability Partnerships

Registrations and filings of designated extra-provincial limited liability partnerships

8 A designated extra-provincial limited liability partnership shall not apply for registration or submit information or documents for filing pursuant to Part IV of the Act except in accordance with these regulations.

5 Jly 2013 cP-3 Reg 2 s8.

Registration

9(1) A designated extra-provincial limited liability partnership may apply to the registrar to be registered pursuant to Part IV of the Act.

(2) For the purposes of these regulations, if a designated extra-provincial limited liability partnership is required to submit an application or any information, documents or fees to a designated extra-provincial registrar in the course of applying for registration to or maintaining a registration with the registrar in accordance with Part IV of the Act and these regulations, any reference to a designated extra-provincial registrar is a reference to the registrar of that designated extra-provincial limited liability partnership's home jurisdiction.

(3) An application mentioned in subsection (1) must:

- (a) be submitted to the designated extra-provincial registrar; and

- (b) be accompanied by the following information and documents:
 - (i) the name reservation number issued by the registrar not more than 90 days before the date on which the name was reserved;
 - (ii) a description of the eligible profession in which the partners practise;
 - (iii) the address of the registered office of the designated extra-provincial limited liability partnership;
 - (iv) the appointment of the designated extra-provincial limited liability partnership's attorney, including the attorney's name and street address or legal land description, including Rural Municipality name and number; and
 - (v) acknowledgement that consent was obtained from a person authorized by the governing body of the applicable eligible profession in Saskatchewan certifying that the partnership and the partners meet all applicable eligibility requirements for practise as a limited liability partnership that are imposed pursuant to the Act that regulates the profession.
- (4) Subject to section 103 of the Act, if the registrar is satisfied that all of the information and documents necessary for a designated extra-provincial limited liability partnership to register pursuant to Part IV of the Act have been received in the manner specified in the applicable agreement, the registrar shall:
 - (a) file the information and documents; and
 - (b) register the designated extra-provincial limited liability partnership and issue a certificate of registration for the designated extra-provincial limited liability partnership.
- (5) Notice of the registration mentioned in clause (4)(b) is to be published in the Gazette.

5 Jly 2013 cP-3 Reg 2 s9.

Registered office

- 10(1)** A designated extra-provincial limited liability partnership may specify the registered office in its home jurisdiction as the address of its registered office for the purpose of the register of limited liability partnerships maintained by the registrar.
- (2) If a designated extra-provincial limited liability partnership that has specified the address of the registered office in its home jurisdiction as the address of the registered office in Saskatchewan ceases to have a registered office in its home jurisdiction, the address of the former registered office continues to be the address of the registered office in the records of the registrar until the registered office is changed in accordance with section 11.

5 Jly 2013 cP-3 Reg 2 s10.

Changes in registered office

11(1) If a designated extra-provincial limited liability partnership changes its registered office, it shall give notice of the change in registered office to the registrar by submitting the address of its new registered office to the designated extra-provincial registrar in accordance with that extra-provincial registrar's requirements.

(2) If the registrar is satisfied that all of the information and documents necessary for a designated extra-provincial limited liability partnership to change its registered office have been received in accordance with the applicable agreement, the registrar shall file the information and documents.

5 Jly 2013 cP-3 Reg 2 s11.

Attorney for service

12 For the purposes of being registered pursuant to section 9, every designated extra-provincial limited liability partnership shall:

(a) appoint an individual residing in Saskatchewan as its attorney for the purpose of receiving service of process in all actions and proceedings by or against the designated extra-provincial limited liability partnership within Saskatchewan and for the purpose of receiving all lawful notices; and

(b) declare that service of process with respect to any actions and proceedings and service of any notices on the attorney is legal and binding.

5 Jly 2013 cP-3 Reg 2 s12.

Changes in attorney

13(1) A designated extra-provincial limited liability partnership may appoint another attorney within Saskatchewan to replace the attorney formerly appointed.

(2) If a designated extra-provincial limited liability partnership replaces its attorney, it shall give notice of the change to the registrar by submitting the new attorney's name and street address or legal land description, including Rural Municipality name and number, to the designated extra-provincial registrar in accordance with that extra-provincial registrar's requirements.

(3) If the attorney of a designated extra-provincial limited liability partnership ceases to reside in Saskatchewan, dies or resigns, or if the attorney's appointment is revoked, the designated extra-provincial limited liability partnership shall give notice of the change to the registrar by submitting the information, along with information mentioned in subsection (2) on the appointment of a new attorney, to the designated extra-provincial registrar in accordance with that extra-provincial registrar's requirements.

(4) If the registrar is satisfied that all of the information and documents necessary for a designated extra-provincial limited liability partnership to change its attorney pursuant to subsection (2) or (3) have been received in accordance with the applicable agreement, the registrar shall file the information and documents.

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LIMITED LIABILITY PARTNERSHIPS)

- (5) A resignation of an attorney is effective at the later of:
- (a) the time a written resignation is sent to the designated extra-provincial limited liability partnership; and
 - (b) the time specified in the written resignation.
- (6) The attorney shall give notice of the resignation by providing the information to the designated extra-provincial registrar in accordance with that extra-provincial registrar's requirements.

5 Jly 2013 cP-3 Reg 2 s13.

Service on designated extra-provincial limited liability partnership

14(1) A notice or document may be served on a designated extra-provincial limited liability partnership:

- (a) by leaving it at, or mailing it by registered mail or certified mail addressed to, the registered office of the designated extra-provincial limited liability partnership; or
 - (b) by leaving it at the office of, by mailing it by registered or certified mail addressed to or by personally serving any attorney of the designated extra-provincial limited liability partnership appointed pursuant to section 12 or 13.
- (2) A notice or document sent by registered mail to a designated extra-provincial limited liability partnership is deemed to have been received or served on the earlier of:
- (a) the day the intended recipient actually receives it; and
 - (b) 10 business days after it is sent.

5 Jly 2013 cP-3 Reg 2 s14.

Changes in name

15(1) If a designated extra-provincial limited liability partnership changes its name, it shall give notice to the registrar by submitting the change of name to the designated extra-provincial registrar in accordance with that extra-provincial registrar's requirements.

- (2) A notice mentioned in subsection (1) must include the name reservation number issued by the registrar not more than 90 days before the date on which the name was reserved.
- (3) Subject to section 103 of the Act, if the registrar is satisfied that all of the information and documents necessary for a designated extra-provincial limited liability partnership to change its name have been received in accordance with the applicable agreement, the registrar shall file the information and documents and issue a certificate of amendment.
- (4) Notice of the amendment is to be published in the Gazette.

5 Jly 2013 cP-3 Reg 2 s15.

Change in description of eligible profession

16(1) A designated extra-provincial limited liability partnership shall give the registrar notice of a change in the description of the eligible profession in which the partners practise.

(2) A notice mentioned in subsection (1) must be submitted by providing the information to the designated extra-provincial registrar in accordance with that extra-provincial registrar's requirements.

(3) If the registrar is satisfied that all of the information and documents necessary for a designated extra-provincial limited partnership to change the description of the eligible profession have been received in accordance with the applicable agreement, the registrar shall file the information and documents and issue a certificate of amendment.

(4) Notice of the change of the description is to be published in the Gazette.

5 Jly 2013 cP-3 Reg 2 s16.

Application to cancel registration

17(1) A designated extra-provincial limited liability partnership that ceases to carry on business in Saskatchewan may apply to cancel its registration.

(2) An application mentioned in subsection (1) must be submitted to the designated extra-provincial registrar in accordance with that extra-provincial registrar's requirements.

5 Jly 2013 cP-3 Reg 2 s17.

Cancellation of designated extra-provincial limited liability partnership

18(1) The registrar may cancel a registration of a designated extra-provincial limited liability partnership:

(a) if the designated extra-provincial limited liability partnership applies to cancel the registration;

(b) if the registrar receives a notice from a person who is authorized by the governing body of the applicable eligible profession in Saskatchewan to provide the notice stating that the designated extra-provincial limited liability partnership or one or more of the partners no longer meet applicable eligibility requirements pursuant to subclause 9(3)(b)(v); or

(c) if the registrar receives a notice from the designated extra-provincial registrar that the designated extra-provincial limited liability partnership no longer has the status of a limited liability partnership in that jurisdiction.

(2) No partner or partnership shall continue to hold itself out as being an extra-provincial limited liability partnership after cancellation of registration.

(3) Notice of the cancellation is to be published in the Gazette.

5 Jly 2013 cP-3 Reg 2 s18.

Collection of information

19(1) The registrar may collect from a designated extra-provincial registrar any information or documents specified in the applicable agreement that are submitted to or held by the designated extra-provincial registrar, including information and documents respecting the following:

- (a) the application for registration of a designated extra-provincial limited liability partnership;
 - (b) a change in the name of a designated extra-provincial limited liability partnership;
 - (c) a change in the registered office of a designated extra-provincial limited liability partnership;
 - (d) a change in the attorney of a designated extra-provincial limited liability partnership;
 - (e) a change in the description of the eligible profession of a designated extra-provincial limited liability partnership;
 - (f) the application of a designated extra-provincial limited liability partnership to cancel its registration;
 - (g) a correction of information or documents relating to a designated extra-provincial limited liability partnership.
- (2) The registrar may file any information or documents collected pursuant to subsection (1).

5 Jly 2013 cP-3 Reg 2 s19.

Complete information required

20 The registrar may decline to file any information or document or to issue any document with respect to any matter relating to a designated extra-provincial limited liability partnership, including the registration of the designated extra-provincial limited liability partnership, until the registrar has received from the designated extra-provincial registrar, in the manner specified in the applicable agreement, the information and documents relating to the matter that:

- (a) are required to be submitted to the designated extra-provincial registrar by the designated extra-provincial limited liability partnership; and
- (b) the registrar requires.

5 Jly 2013 cP-3 Reg 2 s20.

Form of information

21(1) An application and any notice, information or document required to be submitted to a designated extra-provincial registrar pursuant to these regulations must be in the form or electronic format, if any, established by the designated extra-provincial registrar.

(2) An application and notice, information or document required to be submitted by a designated extra-provincial registrar to the registrar pursuant to these regulations must be in the form or electronic format, if any, established by the registrar.

5 Jly 2013 cP-3 Reg 2 s21.

Certificates

22 The registrar shall send any certificate issued with respect to a designated extra-provincial limited liability partnership pursuant to these regulations to:

- (a) the attorney of the designated extra-provincial limited liability partnership; or
- (b) if there is no attorney, the registered office of the designated extra-provincial limited liability partnership.

5 Jly 2013 cP-3 Reg 2 s22.

Fee exemption

23 A designated extra-provincial limited liability partnership is exempt from the requirement to pay a fee with respect to its application for registration or the filing of information and documents related to its registration pursuant to Part IV of the Act.

5 Jly 2013 cP-3 Reg 2 s23.

Non-application of provisions of Act and regulations

24(1) Sections 101, 102, 104, 105, 106 and 107 and subsections 98(3) and 99(1) of the Act do not apply with respect to a designated extra-provincial limited liability partnership.

(2) Sections 3 and 4 of *The Partnership Regulations* do not apply with respect to a designated extra-provincial limited liability partnership.

5 Jly 2013 cP-3 Reg 2 s24.

Search fees for British Columbia

25(1) The registrar shall collect a fee as required by the designated extra-provincial registrar mentioned in subsection 3(1) for the name search reservation of a limited liability partnership or a registered limited liability partnership that has made an application pursuant to subsection 4(1) or submitted information or documents pursuant to section 5, as the case may be.

(2) The designated extra-provincial registrar mentioned in subsection 3(1) shall determine the fee to be collected on its behalf by the registrar.

(3) The registrar shall remit the fee to the designated extra-provincial registrar mentioned in subsection 3(1) in accordance with the applicable agreement.

5 Jly 2013 cP-3 Reg 2 s25.

Search fees for Alberta

26(1) The registrar shall collect a fee for the name search reservation of:

- (a) a limited liability partnership intending to apply to the designated extra-provincial registrar mentioned in subsection 3(2) for registration as a designated extra-provincial limited liability partnership pursuant to subsection 4(1); or
- (b) a registered limited liability partnership intending to change its name with the designated extra-provincial registrar mentioned in subsection 3(2) pursuant to section 5.

(2) The registrar shall conduct the name search mentioned in subsection (1) on behalf of the designated extra-provincial registrar mentioned in subsection 3(2).

5 Jly 2013 cP-3 Reg 2 s26.

Transitional – deemed registration of certain extra-provincial limited liability partnerships

27(1) On the coming into force of these regulations, all extra-provincial limited liability partnerships mentioned in subsections 3(3) and (4) are deemed to be designated extra-provincial limited liability partnerships.

(2) For the purpose of facilitating the transition of an existing extra-provincial limited liability partnership to a designated extra-provincial limited liability partnership pursuant to subsection (1), the registrar may correct any error or omission found in the records of the registrar or brought to the registrar's attention by a designated extra-provincial registrar in accordance with the applicable agreement.

5 Jly 2013 cP-3 Reg 2 s27.

PART V
Coming into force

Coming into force

28(1) Subject to subsection (2), these regulations come into force on July 1, 2013.

(2) If these regulations are filed with the Registrar of Regulations after July 1, 2013, these regulations come into force on the day on which they are filed with the Registrar of Regulations.

5 Jly 2013 cP-3 Reg 2 s28.