

The Partnership Regulations, 2016

being

[Chapter P-3 Reg 3](#) (effective July 10, 2016).

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 3

The Partnership Act

Title

- 1 These regulations may be cited as *The Partnership Regulations, 2016*.

Interpretation

- 2 In these regulations:

“**Act**” means *The Partnership Act*;

“**business day**” means any day other than a Saturday, Sunday or holiday;

“**signature**” includes a signature that consists of one or more letters, characters, numbers or other symbols in digital form that is incorporated in, attached to or associated with a form, notice, document or other information required to be provided or submitted in accordance with these regulations.

4 Mar 2016 cP-3 Reg 3 s2.

Rules re certain notices

- 3(1) A notice of default from the registrar to a limited liability partnership pursuant to clause 94(2)(a) of the Act must be sent:

- (a) in accordance with clauses 96(1)(b) or (c) of the Act;
- (b) by certified mail; or
- (c) by prepaid courier or similar method.

- (2) A notice of default from the registrar to an extraprovincial limited liability partnership pursuant to clause 107(2)(a) of the Act must be sent:

- (a) in accordance with clauses 104(1)(b) or (c) of the Act;
- (b) by certified mail; or
- (c) by prepaid courier or similar method.

- (3) For the purposes of subsections (1) and (2), if the notice of default is delivered other than by way of personal service, there must be a record that the notice has been sent.

- (4) If the notice of default mentioned in subsection (1) is sent in accordance with clause (1)(b) or (c), clause 96(1)(c) of the Act applies, with any necessary modification.

- (5) If the notice of default mentioned in subsection (2) is sent in accordance with clause (2)(b) or (c), clause 104(1)(c) of the Act applies, with any necessary modification.

- (6) For the purposes of clauses 96(2)(b) and 104(2)(b) of the Act, information sent by the registrar is deemed to have been received by the intended recipient 10 business days after it is sent.

4 Mar 2016 cP-3 Reg 3 s3.

Registration of limited liability partnership, extraprovincial limited liability partnership

4(1) An application for registration of a limited liability partnership submitted in accordance with subsection 86(4) of the Act must be accompanied by the following information:

- (a) if the registration of the limited liability partnership has expired or been cancelled by the registrar in the last 90 days, the number assigned to the limited liability partnership by the registrar;
 - (b) if the registration of the limited liability partnership has not expired or been cancelled by the registrar in the last 90 days, the name reservation number;
 - (c) any conditions imposed by the registrar in the name reservation;
 - (d) subject to subsection 12(3), the email address of the limited liability partnership, if any;
 - (e) subject to subsection 12(3), the email address of the designated partner representative of the limited liability partnership, if any;
 - (f) the proposed registration date, if a specified future date is requested;
 - (g) the name and contact information of the individual submitting the application for registration;
 - (h) a statement by the individual submitting the application for registration:
 - (i) that the contents of the application for registration are true; and
 - (ii) that the individual has authority to file the application for registration with the registrar;
 - (i) the signature of the individual submitting the application for registration.
- (2) An application for registration of an extraprovincial limited liability partnership submitted in accordance with subsection 98(3) of the Act must be accompanied by the following information:

- (a) if the registration of the extraprovincial limited liability partnership has expired or been cancelled by the registrar in the last 90 days, the number assigned to the extraprovincial limited liability partnership by the registrar;
- (b) if the registration of the extraprovincial limited liability partnership has not expired or been cancelled by the registrar in the last 90 days, the name reservation number;
- (c) any conditions imposed by the registrar in the name reservation;
- (d) any unique identification number or code assigned to the extraprovincial limited liability partnership in its governing jurisdiction;
- (e) the date of registration of the extraprovincial limited liability partnership in its governing jurisdiction;

- (f) a copy of the registration documents and any subsequent amendments filed in the governing jurisdiction;
- (g) if the date of registration in the governing jurisdiction is greater than six months before the date of the application, a certificate of status or letter of good standing from the governing jurisdiction;
- (h) subject to subsection 12(3), the email address of the extraprovincial limited liability partnership, if any;
- (i) subject to subsection 12(3), the email address of the designated partner representative of the extraprovincial limited liability partnership, if any;
- (j) the proposed registration date, if a specified future date is requested;
- (k) the name and contact information of the individual submitting the application for registration;
- (l) a statement by the individual submitting the application for registration:
 - (i) that the contents of the application for registration are true;
 - (ii) that the individual has authority to file the application for registration with the registrar; and
 - (iii) confirming that the individual understands that:
 - (A) the registrar must be notified if the extraprovincial limited liability partnership becomes inactive in its governing jurisdiction; and
 - (B) the extraprovincial limited liability partnership must not continue to do business in Saskatchewan while it is inactive in its governing jurisdiction;
- (m) the signature of the individual submitting the application for registration.

4 Mar 2016 cP-3 Reg 3 s4.

Amendment of limited liability partnership, extraprovincial limited liability partnership

5(1) A notice of change for a limited liability partnership pursuant to section 92 of the Act respecting a change to the information mentioned in clause 86(4)(a) of the Act must be submitted in a form containing the following information:

- (a) the current name of the limited liability partnership;
- (b) the number assigned to the limited liability partnership by the registrar;
- (c) with respect to the new proposed name of the limited liability partnership:
 - (i) the reserved name;
 - (ii) the name reservation number;
 - (iii) any conditions imposed by the registrar in the name reservation; and
 - (iv) the new mailing name, if applicable;

- (d) the date on which the change takes effect;
 - (e) the name and contact information of the individual submitting the notice of change;
 - (f) a statement by the individual submitting the notice of change that:
 - (i) the contents of the notice of change are true; and
 - (ii) the individual has authority to file the notice of change with the registrar;
 - (g) the signature of the individual submitting the notice of change.
- (2) A notice of change for an extraprovincial limited liability partnership pursuant to section 105 of the Act respecting a change to the information mentioned in clause 98(3)(a) of the Act must be submitted in a form containing the following information:
- (a) the current name of the extraprovincial limited liability partnership;
 - (b) the number assigned to the extraprovincial limited liability partnership by the registrar;
 - (c) with respect to the new proposed name of the extraprovincial limited liability partnership:
 - (i) the reserved name;
 - (ii) the name reservation number;
 - (iii) any conditions imposed by the registrar in the name reservation; and
 - (iv) the new mailing name, if applicable;
 - (d) the date of amendment of the extraprovincial limited liability partnership in its governing jurisdiction;
 - (e) a copy of the amendment documents filed in the governing jurisdiction;
 - (f) the date on which the change takes effect;
 - (g) the name and contact information of the individual submitting the notice of change;
 - (h) a statement by the individual submitting the notice of change that:
 - (i) the contents of the notice of change are true;
 - (ii) the extraprovincial limited liability partnership is active in its governing jurisdiction; and
 - (iii) the individual has authority to file the notice of change with the registrar;
 - (i) the signature of the individual submitting the notice of change.

Change of designated partner representative

6 A notice of change for a limited liability partnership pursuant to section 92 of the Act respecting a change to the information mentioned in clause 86(4)(c) of the Act or for an extraprovincial limited liability partnership pursuant to section 105 of the Act respecting a change to the information mentioned in clause 98(3)(c) of the Act must be submitted in a form containing the following information:

- (a) the name of the limited liability partnership or extraprovincial limited liability partnership;
- (b) the number assigned to the limited liability partnership or extraprovincial limited liability partnership by the registrar;
- (c) any update to the name, residential physical address, residential mailing address or email address of the existing designated partner representative of the limited liability partnership or extraprovincial limited liability partnership, if applicable;
- (d) if a designated partner representative is added to or removed from the limited liability partnership or extraprovincial limited liability partnership:
 - (i) the full name of the designated partner representative;
 - (ii) confirmation that the designated partner representative is added or removed as a designated partner representative;
 - (iii) the designated partner representative's residential physical address;
 - (iv) the designated partner representative's residential mailing address, if different from the physical address; and
 - (v) subject to subsection 12(3), the email address of the designated partner representative, if any;
- (e) the date on which the changes take effect;
- (f) the name and contact information of the individual submitting the notice of change;
- (g) a statement by the individual submitting the notice of change that:
 - (i) the contents of the notice of change are true; and
 - (ii) the individual has authority to file the notice of change with the registrar;
- (i) the signature of the individual submitting the notice of change.

Change of eligible profession

7 A notice of change for a limited liability partnership pursuant to section 92 of the Act respecting a change to the information mentioned in clause 86(4)(b) of the Act or for an extraprovincial limited liability partnership pursuant to section 105 of the Act respecting a change to the information mentioned in clause 98(3)(b) of the Act must be submitted in a form containing the following information:

- (a) the name of the limited liability partnership or extraprovincial limited liability partnership;
- (b) the number assigned to the limited liability partnership or extraprovincial limited liability partnership by the registrar;
- (c) a description of the new eligible profession the limited liability partnership or extraprovincial limited liability partnership will be practising;
- (d) a statement with respect to the new eligible profession as required by clause 86(4)(f) or 98(3)(h) of the Act, as the case may be;
- (e) the date on which the change takes effect;
- (f) the name and contact information of the individual submitting the notice of change;
- (g) a statement by the individual submitting the notice of change that:
 - (i) the contents of the notice of change are true; and
 - (ii) the individual has authority to file the notice of change with the registrar;
- (h) the signature of the individual submitting the notice of change.

4 Mar 2016 cP-3 Reg 3 s7.

Change of registered office address

8(1) A notice of change for a limited liability partnership pursuant to section 92 of the Act respecting a change to the information mentioned in clause 86(4)(d) or (e) of the Act or for an extraprovincial limited liability partnership pursuant to section 105 of the Act respecting a change to the information mentioned in clause 98(3)(e) or (f) of the Act must be submitted in a form containing the following information:

- (a) the name of the limited liability partnership or extraprovincial limited liability partnership;
- (b) the number assigned to the limited liability partnership or extraprovincial limited liability partnership by the registrar;
- (c) the updated physical address of the limited liability partnership or extraprovincial limited liability partnership, consisting of one of the following:
 - (i) the updated street address of the limited liability partnership or extraprovincial limited liability partnership, if any;
 - (ii) if there is no street address, an updated legal land description of the land on which the registered office is located, including the rural municipality name and number;

- (d) the mailing address of the limited liability partnership or extraprovincial limited liability partnership, if different from the updated physical address;
 - (e) the updated post office box designated as the limited liability partnership's or extraprovincial limited liability partnership's Saskatchewan address for service by mail, if applicable;
 - (f) subject to subsection 12(3), the email address of the limited liability partnership or extraprovincial limited liability partnership, if any;
 - (g) the date on which the change of registered office address takes effect;
 - (h) the name and contact information of the individual submitting the notice of change;
 - (i) a statement by the individual submitting the notice of change that:
 - (i) the contents of the notice of change are true; and
 - (ii) the individual has authority to file the notice of change with the registrar;
 - (j) the signature of the individual submitting the notice of change.
- (2) Notwithstanding subsection (1), if the physical address of the registered office of the limited liability partnership or extraprovincial limited liability partnership is other than the limited liability partnership's or extraprovincial limited liability partnership's physical address as shown in the registrar's records, a person at the physical address of the registered office may:
- (a) send to the designated partner representative a notice that the address will cease to be the registered office of the limited liability partnership or extraprovincial limited liability partnership 30 days after the date of the notice; and
 - (b) send to the registrar a notice of change of registered office address containing the following:
 - (i) the name of the limited liability partnership or extraprovincial limited liability partnership;
 - (ii) the number assigned to the limited liability partnership or extraprovincial limited liability partnership by the registrar;
 - (iii) the date of the notice given in accordance with clause (a);
 - (iv) a copy of the notice mentioned in clause (a);
 - (v) the information required by clauses (1)(g) to (j).
- (3) A limited liability partnership or extraprovincial limited liability partnership that receives a notice pursuant to clause (2)(a) shall file a notice of change in accordance with subsection (1) within the period mentioned in subsection 92(2) of the Act.

(4) If a limited liability partnership or extraprovincial limited liability partnership receives a notice pursuant to clause (2)(a) and fails to comply with subsection (3), the registered office is deemed to be the address in Saskatchewan of the designated partner representative until the time that the limited liability partnership or extraprovincial limited liability partnership changes its registered office to another address in accordance with the Act.

4 Mar 2016 cP-3 Reg 3 s8.

Annual return

9(1) For the purposes of section 93 of the Act in the case of a limited liability partnership and section 106 of the Act in the case of an extraprovincial limited liability partnership, the limited liability partnership or extraprovincial limited liability partnership shall annually, not later than the last day of the month immediately following the anniversary month, file with the registrar a return setting out any changes in the limited liability partnership or extraprovincial limited liability partnership as provided in this section.

(2) An annual return for a limited liability partnership or extraprovincial limited liability partnership must include the following:

(a) subject to subsection (3), confirmation that the registrar has current and accurate records regarding the following:

(i) the registered office of the limited liability partnership or extraprovincial limited liability partnership;

(ii) the designated partner representative of the limited liability partnership or extraprovincial limited liability partnership;

(iii) any power of attorney of the limited liability partnership or extraprovincial limited liability partnership;

(iv) the eligible profession and main activity or business of the limited liability partnership or extraprovincial limited liability partnership;

(b) the name and contact information of the individual submitting the annual return;

(c) a statement by the individual submitting the annual return that:

(i) the contents of the annual return are true; and

(ii) the individual has authority to file the annual return with the registrar;

(d) the signature of the individual submitting the annual return.

(3) If the registrar does not have current and accurate records respecting one or more of the items mentioned in clause (2)(a), the limited liability partnership or extraprovincial limited liability partnership must include with the annual return any of the following that is necessary to ensure that the registrar has current and accurate records for all of those items:

(a) a notice of change of registered office in accordance with section 8;

(b) a notice of change of designated partner representative in accordance with section 6;

- (c) a power of attorney pursuant to section 21.2 of *The Business Names Registration Act*;
 - (d) a description of any changes to the eligible profession or main activity or business of the limited liability partnership or extraprovincial limited liability partnership in accordance with section 7.
- (4) For the purposes of subsection (1), the anniversary month of a limited liability partnership or extraprovincial limited liability partnership is the month in which the certificate of registration was issued by the registrar.

4 Mar 2016 cP-3 Reg 3 s9.

Request for name search and availability

10 Before a name is reserved for an intended limited liability partnership or an intended extraprovincial limited liability partnership or for a limited liability partnership or extraprovincial limited liability partnership intending to change its name, the person requesting a name reservation shall:

- (a) request that the registrar conduct a name search; and
- (b) provide the registrar with any information in a form suitable to the registrar that is necessary to:
 - (i) conduct a name search; and
 - (ii) ensure that the name meets the requirements of the Act and these regulations.

4 Mar 2016 cP-3 Reg 3 s10.

Cancellation of registration

11 A cancellation of registration pursuant to section 94 of the Act for a limited liability partnership and section 107 of the Act for an extraprovincial limited liability partnership must be in a form containing the following information:

- (a) the name of the limited liability partnership or extraprovincial limited liability partnership;
- (b) the number assigned to the limited liability partnership or extraprovincial limited liability partnership by the registrar;
- (c) confirmation that:
 - (i) in the case of a limited liability partnership, the limited liability partnership is providing notice to cancel the registration in accordance with clause 94(1)(b) of the Act; or
 - (ii) in the case of an extraprovincial limited liability partnership, the extraprovincial limited liability partnership is providing notice to cancel the registration in accordance with clause 107(1)(b) of the Act;
- (d) the date on which the cancellation takes effect;
- (e) the name and contact information of the individual submitting the cancellation of registration;

- (f) a statement by the individual submitting the cancellation of registration that:
- (i) the contents of the cancellation of registration are true; and
 - (ii) the individual has authority to file the cancellation of registration with the registrar;
- (g) the signature of the individual submitting the cancellation of registration.

4 Mar 2016 cP-3 Reg 3 s11.

General rules re forms, etc.

12(1) A requirement to provide information in a form, notice or other document in accordance with these regulations, other than a signature or statement by the individual submitting the form, notice or other document, is satisfied by providing the information as an attachment to the form, notice or other document in a manner that is satisfactory to the registrar.

(2) A requirement that a signature is to be provided according to these regulations is satisfied if it meets the requirements, if any, of the registrar as to the method of making the signature and as to the reliability of the signature.

(3) Any form, notice or other document required by the Act or these regulations to be provided to the registrar must contain a statement that if an email address is provided in the form, notice or other document, the registrar may use the email address for the purpose of providing any notice or document required to be sent by the registrar by the Act or these regulations, except:

- (a) the notices mentioned in subsections 3(1) and (2); and
- (b) if a limited liability partnership or extraprovincial limited liability partnership notifies the registrar that it wishes to receive notices and documents in a non-electronic form.

(4) Nothing in these regulations prohibits the registrar from requiring additional information or documentation to be submitted with a form, notice or other document if that information or documentation is necessary to directly support any information that is required in the form, notice or other document in accordance with these regulations.

4 Mar 2016 cP-3 Reg 3 s12.

R.R.S. c.P-3 Reg 1 repealed

13 *The Partnership Regulations* are repealed.

4 Mar 2016 cP-3 Reg 3 s13.

Coming into force

14(1) Subject to subsection (2), these regulations come into force on July 10, 2016.

(2) If these regulations are filed with the Registrar of Regulations after July 10, 2016, these regulations come into force on the day on which they are filed with the Registrar of Regulations.

4 Mar 2016 cP-3 Reg 3 s14.