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Notice – Limited Partnerships Act – Filings by Limited Partnerships

Effective Date: This Notice is to be effective on the day that section 127 of Schedule 6 to the Cutting Unnecessary Red Tape Act, 2017 comes into force.

1. How to File a Declaration Online
2. Required Documents and Information
3. Documents Issued by the Ministry
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A declaration must be filed to form a limited partnership in Ontario under the Limited Partnerships Act (LPA). If a limited partnership formed outside Ontario wishes to carry on business in Ontario, it must also file a declaration under the LPA.

Every declaration, including a declaration filed by an extra-provincial limited partnership, expires five years after the date that it is accepted for filing unless the declaration is cancelled or renewed. A limited partnership is not dissolved if a declaration expires, but an additional fee is payable for subsequent filing of a renewal of a declaration.

A limited partnership must file a declaration of change for every change in information required to be stated in the declaration under subsection 3 (1) or 25 (1) of the LPA.

An Ontario limited partnership must file a declaration of dissolution if the limited partnership is dissolved or if all of the limited partners cease to be limited partners. An extra-provincial limited partnership may cancel the declaration and power of attorney by filing a declaration of withdrawal.

Filings must be made in the required form and format, and meet all requirements and technical specifications established by the Registrar.

1. How to File a Declaration Online

You can file a declaration online directly with the Ministry of Government and Consumer Services (Ministry) through ServiceOntario at our website www.ontario.ca/businessregistry. A company key giving you authority over the limited partnership is needed if you are filing a Renewal of Declaration, Declaration of Change, Declaration of Dissolution and Declaration of Withdrawal (Cancellation). You must use a valid and up-to-date ServiceOntario [online account](#) to complete and file this application electronically with ServiceOntario.

You may save drafts prepared online for up to 90 days before filing. ServiceOntario has no access to your drafts until the application is filed.

2. Required Documents and Information

Declaration to Form an Ontario Limited Partnership, or first filing by an Extra-Provincial Limited Partnership Permitting it to Carry on Business in Ontario

To file a declaration online, have the following documents and information ready:

1. **Firm name**
2. **Administrative information** (not shown on public record):
 - Contact information: name, email address
 - An official email address for the partnership
3. **Address of the limited partnership's principal place of business in Ontario** In the case of an extra-provincial limited partnership that does not have a principal place of business in Ontario, it must provide the address of a principal place of business outside Ontario.
4. **A NAICS business activity code** (see below – NAICS Code)
5. **Governing jurisdiction**, in the case of an extra-provincial limited partnership
6. **General partner information:**
 - The number of general partners
 - The full name and address for service for each general partner that is an individual or an entity without a Business Identification Number (BIN) or Ontario Corporation Number (OCN)
 - For each general partner that is a corporation, the corporate name and OCN; be ready to acknowledge that the corporation's registered office address shown in the Ministry records will form part of the declaration
 - For each general partner that is a partnership that has been assigned a BIN, the BIN and the firm name; be ready to acknowledge that the address of the principal place of business of the partnership shown in the Ministry records will form part of the declaration
7. **Power of Attorney information**, only required for extra-provincial limited partnerships with the exception of limited partnerships formed in another Canadian jurisdiction that has an office or other place of business in Ontario.
 - Indicate that there is a power of attorney
 - If the attorney is an individual, provide the attorney's full name and address for service in Ontario
 - If the attorney is not an individual, provide the attorney's name and address for service in Ontario, the attorney's OCN or BIN, if any, and the full name and position of the individual representing the attorney
8. **A valid credit or debit card ready to pay the filing fee**

Renewal of Declaration, Declaration of Change, Declaration of Dissolution and Declaration of Withdrawal (Cancellation)

To file a renewal of a declaration, declaration of change, declaration of dissolution or a declaration of withdrawal (cancellation) online, have the following information ready:

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1. **The firm name and BIN**
2. **Administrative information** (not shown on public record):
 - Contact information: name, email address
3. **Only required for a declaration of change:**
 - Any changes to the information set out in the declaration previously filed
4. **Only required for a renewal of declaration:**
 - A valid credit or debit card ready to pay the filing fee and, if applicable, an additional fee if the declaration had expired

Important – Additional Required Documents and Information for all Declarations

1. You may also need to obtain consent(s) to the firm name if required under the LPA and regulations.
2. During the transaction, you will be prompted to print or save a PDF copy of the declaration to have it signed as required prior to filing (see below – Signature Requirements). Manual signatures or electronic signatures are permitted (see [Notice – Filing Methods and Requirements](#)).

Note: The limited partnership must keep a properly executed version of the declaration, including records related to an electronic signature if signed by electronic signature, in paper or electronic format, at the limited partnership's principal place of business in Ontario, or if the limited partnership is an extra-provincial limited partnership that does not have a principal place of business in Ontario, the address of the limited partnership's attorney and representative set out in the declaration filed under subsection 25 (1) of the LPA and in the power of attorney executed under subsection 25 (4) of the LPA. Limited partnerships must also retain required consents at these locations in accordance with section 16 of the General Regulation under the LPA.

If required by notice from the Registrar, the limited partnership must provide a copy of the executed version of the declaration, including any records related to an electronic signature, to the Registrar within the time period set out in the notice. The limited partnership must also provide, in accordance with the notice, any supporting documents, including any required consents.

3. Documents Issued by the Ministry

When the declaration is completed, you will receive the following documents by email:

1. The Certificate of Declaration, only for a new declaration, renewal of declaration and declaration of change – this is a copy of your official limited partnership declaration issued by the Ministry that contains your firm name, BIN, and the effective and expiry date
2. Declaration Information – this is a record of your registration information
3. Payment receipt
4. Company key for future filings, only for a new declaration
5. [Terms and Conditions](#) for online filings

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These documents will be emailed to the official partnership email address provided and to the contact person specified, except for the company key, which is sent only to the official limited partnership email address.

Terms and conditions must be agreed to by the person(s) signing or otherwise authorizing the filing, and any person(s) acting on their behalf (the “authorizer(s)”) and by the partnership or other applicable entity and is a mandatory requirement for filing.

To file a declaration by mail, see below.

4. Firm Name Requirements

Name requirements are set out in the LPA and the General Regulation made under the LPA. Examples are set out below. It is the registrant’s responsibility to ensure compliance; if a name is registered that is contrary to the LPA or General Regulation under the LPA, the name is subject to compliance action at any time under section 6.1 of the LPA.

Only letters from the Roman alphabet, Arabic numerals or a combination of letters from the Roman alphabet and Arabic numerals, together with punctuation marks and other marks that are prescribed, may form part of the firm name of a limited partnership. Firm names composed of characters from other alphabets must be translated and registered in a language using the Roman alphabet. A firm name in a language other than one using the Roman alphabet may be used in advertising and signs, but the firm name must also be displayed in a language using the Roman alphabet.

The following marks may be included in the firm name:

! “ ” « » # \$ % & ' () * + , - . / \ : ; < = > ? [] ^ ≤ ≥ @ , ‘ ’ ^ ”

The following marks may be used only as part of a French character and not separately:

, ‘ ’ ^ ”

The first character of a name must be a letter of the Roman alphabet, an Arabic numeral or one of the following marks:

! # @

When filing a declaration, certain words or expressions cannot be used in the firm name:

- Words or expressions, in any language, that are contrary to public policy, including a word or expression that is scandalous, obscene or immoral.
- The word “Incorporated”, “Incorporée”, “Corporation”, any abbreviation of these words, or any abbreviation of the word “Limited”.

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- The word “college”, “institute” or “university”, if the use of the word would suggest that the limited partnership is a post-secondary educational institution, unless the Minister of Colleges and Universities or such other member of the Executive Council as may be assigned the administration of the Ministry of Training, Colleges and Universities Act under the Executive Council Act gives written consent to the use of the word.
- word or expression that would suggest that the limited partnership is a form of organization other than a limited partnership.
- A word, expression or abbreviation the use of which is restricted under an Act or regulation of Canada or Ontario unless the limited partnership satisfies the restriction.
- A word or expression that suggests that the business or activity of the limited partnership is connected with (a) the Crown in right of Canada or in right of a province, (b) the Government of Canada or of a territory or province, (c) a municipality, or (d) an agency of the Crown or of a government or municipality, unless the registrant obtains the written consent of the applicable Crown, government, municipality or agency.
- Arabic numerals or a word or expression that would suggest that the name is a corporate number name, except in accordance with section 6 of the LPA.
- Full name or surname of a limited partner or a distinctive part of the corporate name of a limited partner unless it is also the full name or surname of one of the general partners or a distinctive part of the corporate name of one of the general partners, as the case may be.
- The name of a specific individual unless, (a) at any time before or during the period that the declaration showing the name appears in the records maintained by the Registrar, the individual has or had a material interest in the business or activity carried on by the limited partnership; and (b) the individual consents in writing to the use of his or her name. If the individual is deceased and his or her death occurred within 30 years before the declaration showing the name is filed under the LPA, the heir, executor or administrator of the individual may consent in writing to the use of the individual’s name.

5. General Information

Signature Requirements

A declaration to form an Ontario limited partnership, or a first filing by an extra-provincial limited partnership permitting it to carry on business in Ontario, must be signed by all of general partners in accordance with sections 3 and 25 of the LPA. A renewal of a declaration of an Ontario or extra-provincial limited partnership must also be signed by all of the general partners. A declaration of change, declaration of dissolution or declaration of withdrawal must be signed by at least one of the general partners in accordance with section 19, 23 or 25 of the LPA, as applicable. You must indicate if signing any declaration on behalf of the partner under s. 32 of the LPA. Manual signatures or electronic signature are permitted (see Notice – Filing Methods and Requirements).

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Power of Attorney

A [power of attorney – Form Number 7262](#) in the prescribed form is required for:

- an extra-provincial limited partnership formed in a jurisdiction outside Canada that carries on business in Ontario; and
- an extra-provincial limited partnership formed in another Canadian jurisdiction that carries on business in Ontario but does not have an office or other place of business in Ontario.

The power of attorney must be executed in the prescribed form appointing a person resident in Ontario or a corporation having its head or registered office in Ontario to be the attorney and representative in Ontario of the extra-provincial limited partnership (subsection 25 (4) of the LPA). The attorney and representative in Ontario is required to keep the executed power of attorney available for inspection at the attorney and representative's address set out in the declaration (subsections 25 (5) and (6) of the LPA).

The filer must confirm the following statements:

- There is an executed Power of Attorney in the approved form appointing a person resident in Ontario, or a corporation with its head or registered office in Ontario, to be the attorney and representative in Ontario for the Extra-Provincial Limited Partnership.
- The attorney and representative is required to keep the executed Power of Attorney available for inspection at the address of the attorney and representative set out in this declaration.

NAICS code

The North American Industry Classification System (NAICS) activity code is a 2 to 6 digit number based on the main activity of your corporation or other entity. You must select the code that best describes the main activity of your corporation or other entity. For example, a code for a hair salon could be "812116 – unisex hair stylist shops". The NAICS code is required under the Business Names Act and LPA and appears on the public record in respect of filings made under those Acts.

If you are filing online, you may type the word associated with your main activity and the electronic business registration system will provide a code that you may select to complete that field. To view a complete list of NAICS codes please visit Statistic Canada's website at: <https://www150.statcan.gc.ca/n1/en/catalogue/12-501-X>.

If you are filing in paper, please refer to the list of activities from NAICS (the above link) that best describes your primary activity and then indicate your primary activity code from the link in the form.

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Certain Declarations for Change Not Required

In some cases, the Registrar may issue a declaration of change if the change was previously made in accordance with the LPA or another Act and recorded in the Ministry records. In that case, the registrant is not required to file a declaration of change. See section 19 of the LPA for more information.

Changes in Administrative Information

If your official email address has changed, you must notify the Ministry by using the declaration of change filing option, although this is not considered a declaration of change for the purposes of the LPA. Administrative information is collected under the authority of the Business Regulation Reform Act, 1994.

Single Name

If your legal name is a single name (where your culture has a tradition of single names) and you need to enter that single name on a form, please call ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223 for more information.

Legal Advice

Please be advised that the Ministry **cannot** give legal advice. For further assistance or legal information, please consult private legal counsel.

If you need a lawyer, you may wish to contact the Law Society Referral Service (LSRS). The LSRS is a program of the Law Society of Ontario which offers up to one half-hour of free legal consultation. Information about how to be referred to a lawyer through the LSRS is available at www.lsrso.info. If you would like to be referred to a lawyer, you may submit a request to the LSRS by completing the online request form at www.lawsocietyreferralservice.ca. Please refer to the LPA for details governing not-for-profit corporations in Ontario. The LPA is available at www.ontario.ca/laws.

6. File a Declaration by Mail

Declaration to Form an Ontario Limited Partnership or first filing by an Extra-Provincial Limited Partnership Permitting it to Carry on Business in Ontario

To file a declaration by mail, go online and download the [File a Declaration of a Limited Partnership - Limited Partnerships Act – Form Number 5306](#). You will be required to provide the email addresses noted below.

You must complete this form on a computer, print it, and obtain the appropriate signatures, and mail it to the Ministry at the address below with your payment and supporting documents. You will need:

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1. **Declaration** One completed declaration in approved form, signed as required (see above – Signature Requirements). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)
2. **Firm name**
3. **Administrative information** (not shown on public record):
 - Contact information: name, email address, telephone number
 - An official email address for the partnership
4. **Address of the limited partnership’s principal place of business in Ontario** In the case of an extra-provincial limited partnership that does not have a principal place of business in Ontario, it must provide the address of a principal place of business outside Ontario.
5. **A NAICS business activity code** (see above – NAICS Code)
6. **Governing jurisdiction**, in the case of an extra-provincial limited partnership
7. **General partner information:**
 - The number of general partners
 - The full name and address for service for each general partner that is an individual or an entity without a Business Identification Number (BIN) or Ontario Corporation Number (OCN)
 - For each general partner that is a corporation, the corporate name and OCN; be ready to acknowledge that the corporation’s registered office address shown in the Ministry records will form part of the declaration
 - For each general partner that is a partnership that has been assigned a BIN, the BIN and the firm name; be ready to acknowledge that the address of the principal place of business of the partnership shown in the Ministry records will form part of the declaration
8. **Power of Attorney information**, only required for extra-provincial limited partnerships with the exception of a limited partnership formed in another Canadian jurisdiction that has an office or other place of business in Ontario
 - Indicate that there is a power of attorney
 - If the attorney is an individual, provide the attorney’s full name and address for service in Ontario
 - If the attorney is not an individual, provide the attorney’s name and address for service in Ontario, the attorney’s OCN or BIN, if any, and the full name and position of the individual representing the attorney
9. **Fee** Make cheque payable to the Minister of Finance. There will be a service charge payable for any cheques returned as non-negotiable by a bank or financial institution

Renewal of Declaration, Declaration of Change, Declaration of Withdrawal (Cancellation) and Declaration of Dissolution

To file by mail, go online and download the [approved form](#). You will be required to provide the email addresses noted below.

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You must complete this form on a computer, print it, and obtain the appropriate signatures, and mail it to the Ministry at the address below with your payment and supporting documents. You will need:

1. **Declaration** One completed renewal of a declaration, declaration of change, declaration of withdrawal (cancellation) or declaration of dissolution in approved form, signed as required (see above – Signature Requirements). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)
2. **Company key** giving you authority over the limited partnership
3. **The firm name and BIN**
4. **Administrative information** (not shown on public record):
 - Contact information: name, email address, telephone number
 - An official email address
5. **An indication whether the declaration is for a renewal, change, dissolution or withdrawal**
6. **Only required for a declaration of change:**
 - Any changes to the information set out in the declaration previously filed
7. **Only required for a renewal of declaration:**
 - **Fee** Make cheque payable to the Minister of Finance. There will be a service charge payable for any cheques returned as non-negotiable by a bank or financial institution

Important – Additional Required Documents and Information for all Declarations

You may also need to obtain consent(s) to the firm name if required under the LPA and regulations.

Note: The limited partnership must keep a properly executed version of the declaration, including records related to an electronic signature if signed by electronic signature, in paper or electronic format, at the limited partnership's principal place of business in Ontario, or if the limited partnership is an extra-provincial limited partnership that does not have a principal place of business in Ontario, the address of the limited partnership's attorney and representative set out in the declaration filed under subsection 25 (1) of the LPA and in the power of attorney executed under subsection 25 (4) of the LPA.

Limited partnerships must also retain required consents at these locations in accordance with section 16 of the General Regulation under the LPA.

If required by notice from the Registrar, the limited partnership must provide a copy of the executed version of the declaration, including any records related to an electronic signature, to the Registrar within the time period set out in the notice.

The limited partnership must also provide, in accordance with the notice, any supporting documents, including any required consents.

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Mailing Address

Ministry of Government and Consumer Services
Central Production and Verification Services Branch
393 University Avenue, Suite 200
Toronto, ON M5G 2M2

When your declaration is completed, you will receive your documents by email (see above – Documents Issued by the Ministry).

Returned Applications

If your application is handwritten, missing the company key (where applicable), required payment or email address, or if the wrong form is used, it will not be processed and will be returned to you by regular mail. Forms must be on 8.5" x 11" letter size paper.

If the form is missing any other required information or has not been properly completed, the Ministry will cease processing application and will return the application for correction electronically to the email address provided on the form. A link will be provided to the electronic business registration system, where you must complete the transaction electronically. It is your responsibility to review the entire application, and to ensure that all data is accurate and meets the requirements of the LPA and regulations. You are also responsible for obtaining the required signatures, whether manual signatures or electronic signatures, when prompted during the electronic transaction. This will be considered a new application filed in an electronic format.

The effective date of returned applications that are resubmitted to the Ministry will be the date they are processed by the Ministry in accordance with the requirements for filing under the LPA, the regulations and the Registrar's requirements.

If you have questions, please contact ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223.

7. Related Legislation

Limited Partnerships Act

Note: This Notice is to be subject to change or revocation by further Notice. This Notice is to be made pursuant to the LPA and regulations made under it. Requirements of the Registrar are to be established pursuant to sections 35.3 and 36 of the LPA.