



## Instructions for Applying to Register as a Manitoba Limited Liability Partnership (LLP)

A partnership that intends to register with the Manitoba Companies Office as a Manitoba Limited Liability Partnership (LLP) must obtain Certification from the Law Society of Manitoba confirming that all partners are members of the Law Society, are covered by liability insurance and meet the eligibility requirements for practise as an LLP set out in *The Legal Profession Act* and the Law Society Rules. This Certification must be filed with the Companies Office.

Attached is the application form that your partnership must complete in order to obtain Law Society certification. There is a registration fee of \$50.00 per partner, plus G.S.T. Once your application has been approved, the Law Society will provide you with a Certificate to be filed with the Companies Office.

After you are registered as an LLP with the Companies Office you must do the following:

- within 15 days of receiving your registration, provide the Society with proof of your registration;
- if the registration does not proceed, advise the Society;
- when you renew your LLP registration with the Companies Office (renewal is required every 3 years), provide the Law Society with proof of the renewal;
- advise the Society of any changes in the partnership, such as the addition or deletion of partners, the cancellation or expiration of the LLP's registration, any failure to renew the LLP's registration or the dissolution or winding up of the partnership.

A partnership will continue to be registered in the Society's register of LLPs until the Society is advised of the LLP's cancellation, termination or dissolution. A copy of the Law Society Rules relating to LLPs is attached for your information. You should also review *The Partnership Amendment and Business Names Registration Amendment Act*, S.M. 2002, c.30.



## Instructions for Applying to Register as an Extra-Provincial Limited Liability Partnership (LLP)

A partnership that intends to register with the Manitoba Companies Office as an Extra-Provincial Limited Liability Partnership (LLP) must obtain Certification from the Law Society of Manitoba confirming that all Manitoba partners are members of the Law Society, are covered by liability insurance and meet the eligibility requirements for practise as an LLP set out under *The Legal Profession Act* and the Law Society Rules. This Certification must be filed with the Companies Office.

Attached is the application form that your partnership must complete in order to obtain Law Society certification. There is a registration fee of \$50.00 per Manitoba partner, plus G.S.T. **You must also provide the Chief Executive Officer with proof of the registration of the LLP in every other jurisdiction in which it is registered.** Once your application has been approved, the Law Society will provide you with a Certificate to be filed with the Companies Office.

After you are registered as an LLP with the Companies Office you must do the following:

- within 15 days of receiving your registration, provide the Society with proof of your registration;
- if the registration does not proceed, advise the Society;
- when you renew your LLP registration with the Companies Office (renewal is required every 3 years), provide the Law Society with proof of the renewal;
- advise the Society of any changes in the partnership, such as the addition or deletion of partners, the cancellation or expiration of the LLP's registration, any failure to renew the LLP's registration or the dissolution or winding up of the partnership.

A partnership will continue to be registered in the Society's register of LLPs until the Society is advised of the LLP's cancellation, termination or dissolution. A copy of the Law Society Rules relating to LLPs is attached for your information. You should also review *The Partnership Amendment and Business Names Registration Amendment Act*, S.M. 2002, c.30.

# **New Law Society of Manitoba Rules**

## **PART 3**

### **Authority to Practise Law**

#### **Division 5**

#### **Limited Liability Partnerships**

##### **Definitions**

**3-45** In this division,

**“extra-provincial law society”** means the governing body of the legal profession in another province or territory of Canada;

**“extra-provincial limited liability partnership”** means a limited liability partnership formed under the laws of another jurisdiction and registered as an extra-provincial limited liability partnership under The Business Names Registration Act; and

**“Manitoba limited liability partnership”** means a partnership that is registered under The Business Names Registration Act as a Manitoba limited liability partnership.

##### **Register**

**3-46** The chief executive officer must keep and maintain a register of LLPs containing the following information:

- (a) the name and registered office address of the LLP and the registration number assigned to it;
- (b) the date the chief executive officer approved the application of the law firm for registration as a LLP under The Business Names Registration Act;
- (c) the date the law firm was registered as a LLP and the dates of the renewal of the registration;
- (d) the names of members who are or have been partners in the LLP, or who own voting shares in a law corporation that is or has been a partner in the LLP;
- (e) the date the registration of the LLP expired or was cancelled; and
- (f) any other particulars that may be required.

##### **Registration of Manitoba LLP**

**3-47** A law firm proposing to register as a Manitoba LLP under subsection 8.1(1) of The Business Names Registration Act must deliver to the chief executive officer:

- (a) a completed application form;
- (b) the required registration fee; and
- (c) any other information that may be required by the chief executive officer.

### **Insurance and other eligibility requirements – Manitoba LLP**

**3-48** A member of the society who is a partner in a Manitoba LLP, or who owns voting shares in a law corporation that is a partner in the LLP, must:

- (a) have and maintain professional liability insurance that provides coverage of at least \$1,000,000 per occurrence and \$2,000,000 in the aggregate; and
- (b) be a practising lawyer as defined in Part 1 of the Act.

### **Certification for Manitoba LLP**

**3-49** If the chief executive officer is satisfied that

- (a) the partnership and the partners meet all the eligibility requirements imposed under the Act and rules for practice as a LLP; and
- (b) the partners are covered by liability insurance in the form and amount required by rule 3-48

then he or she must issue a statement of certification to that effect pursuant to subsection 8.1(1) of The Business Names Registration Act.

### **Registration of extra-provincial LLP**

**3-50** A limited liability partnership formed under the laws of another jurisdiction that proposes to register as an extra-provincial LLP under subsection 8.1(2) of The Business Names Registration Act must deliver to the chief executive officer

- (a) a completed application form;
- (b) the required registration fee; and
- (c) any other information that may be required by the chief executive officer.

### **Insurance and other eligibility requirement – extra-provincial LLP**

**3-51** An extra-provincial LLP must comply with the practice requirements for extra-provincial LLPs imposed under the Act and rules, and a member of the society who is a partner in the LLP, or who owns voting shares in a law corporation that is a partner in the LLP must:

- (a) be a practising lawyer as defined in Part 1 of the Act; and
- (b) have and maintain professional liability insurance that provides coverage of at least \$1,000,000 per occurrence and \$2,000,000 in the aggregate.

### **Practise by extra-provincial LLP**

**3-52** An extra-provincial LLP that maintains an office in Manitoba and an office in one or more Canadian jurisdictions may provide legal services to the public in Manitoba if:

- (a) at least one partner of the LLP is entitled, as a member of the society, to practise law in Manitoba and practises law principally in Manitoba; and
- (b) the other partners of the extra-provincial LLP are practising members of an extra-provincial law society.

### **Books and records of extra-provincial LLP**

**3-53** An extra-provincial LLP must:

- (a) make available to the chief executive officer, on demand, the books, records and accounts the firm is required to keep with respect to its practice in Manitoba; and
- (b) keep those books, records and accounts in Manitoba.

### **Limited authority of non-members to practise through an extra-provincial LLP**

**3-54** Rule 3-52 does not entitle a person who is not a member of the society to practise as a lawyer in Manitoba beyond the scope of the rules set out in divisions 2 and 4 of this part.

### **Certification for extra-provincial LLP**

**3-55** If the chief executive officer is satisfied that

- (a) the partnership and the partners meet all the eligibility requirements imposed under the Act and rules for practice as a LLP; and
- (b) the Manitoba partners in the partnership are covered by liability insurance in the form and amount required by rule 3-51

then he or she must issue a statement of certification to that effect pursuant to subsection 8.1(2) of the Business Names Registration Act.

### **Proof of registration and renewal**

**3-56** A law firm must provide the chief executive officer with proof of :

- (a) its registration as a LLP; and
- (b) the renewal of its registration as a LLP

within 15 days from the date of registration or renewal.

### **Change in particulars**

**3-57** A LLP must immediately inform the chief executive officer in writing of:

- (a) any change in the particulars set out in the applications filed under rules 3-47 and 3-50;
- (b) any cancellation or expiration of its registration or any failure to renew its registration; and
- (c) the dissolution or winding up of the partnership.

### **Notification of non-compliance**

**3-58** If the Society becomes aware of the failure of a LLP or one or more of its partners to maintain compliance with the requirements imposed on a LLP and its partners under the Act and rules, then the chief executive officer must provide written notification of the non-compliance to the Director appointed under The Business Names Registration Act.

### **Notice to clients**

**3-59** Without delay after being registered as a LLP, the partnership must send, to all of its existing clients, the notice required under sections 71 and 79 of The Partnership Act.

### **Disclosure of partnership information**

**3-60** All information and documents relating to a LLP received by the society are confidential and must not be disclosed to any person unless otherwise authorized by law except that:

- (a) the information and documents may be used by the society for it to govern and administer its affairs; and
- (b) the following information may be disclosed to any person on request:
  - (i) the name and registered office address of the LLP
  - (ii) a list of current partners; and
  - (iii) a list of partners as of a specified date.