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Wayne Gray  
**Annotated Ontario Business Corporations Act**

The *Annotated Ontario Business Corporations Act, Second Edition* provides a current and comprehensive overview of the law and includes full annotations of the *Ontario Business Corporations Act*, *Business Names Act*, *Corporate Information Act* and the *Extra-Provincial Corporations Act*, including all the regulations and prescribed forms for these statutes, and pertinent government publications such as the Business Incorporator's Handbook.

This release features the addition of case law annotations to the *Partnerships Act*. This release also features updates to legislation, including recent and proposed amendments to the *Co-operative Corporations Act* and the *Co-operative Corporations Regulation*.

**Highlights**

- **Partnerships Act — Section 2** — The parties were jointly engaged in a business enterprise, namely, the redevelopment of the site. The purpose of the project was to make and share a profit. Thus, the parties were carrying on business, in common, with a view to profit. Their arrangement fell within the classic

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definition of a partnership in s. 2 of the *Partnerships Act: Trinity Investment Group Ltd. v. Silva*, 2013 ONSC 3185, 2013 CarswellOnt 7372 (S.C.J.).

- ***Partnerships Act* — Section 31** — Section 31 of the *Partnerships Act* sets out the general rule that every partnership is dissolved by the death of a partner subject to agreement among the partners. On the death of a limited partner having a will, the limited partnership interest vests in the limited partner's executor. There was no agreement either that the Estate would become a substituted limited partner or that David's beneficiaries would become substituted limited partners pursuant to David's will. In the absence of any such agreement, the executors could not hold David's limited partnership interest as a substituted limited partner. Accordingly, there was no remaining limited partner in CHP given the absence of any individual or other entity capable of holding David's limited partnership interest as a substituted limited partner. Therefore, CHP was dissolved on the date of David's death. In these circumstances, CHP must be wound up by CHP Inc. and its assets distributed among CHP Inc. and the Estate in accordance with the provisions of the LPA and the *Partnerships Act: Canadian Home Publishers Inc. v. Mary Ann Parker*, 2018 CarswellOnt 11953, 2018 ONSC 4427, 294 A.C.W.S. (3d) 866 (S.C.J.).
- ***Partnerships Act* — Section 38** — Section 38 gives continuing authority to the former partners to bind the partnership following dissolution for the limited purpose of winding up the affairs of the partnership. PGI asserted that pursuant to s. 38, PGI as the surviving partner in the partnership, as a function of winding up the remaining affairs of the partnership, had the capacity to pursue the claims in the arbitration commenced by PGP before the dissolution. However, there has to be some interest, claim, property or asset remaining after dissolution that is required to be wound up by the former partner. The winding up of PGP's affairs was completed simultaneously with the dissolution of the partnership. That is to say, all interests in the partnership, all litigation claims, business assets and operations and liabilities were transferred to PGI at the time of dissolution: *Bell Canada v. Plan Group Inc.*, 2012 ONSC 42, 2012 CarswellOnt 248, 109 O.R. (3d) 128 (S.C.J.).