

***An Update has  
Arrived in Your  
Library for:***

**Please circulate this notice to anyone  
in your office who may be interested  
in this publication.**

*Distribution List*

	<input type="checkbox"/>
	<input type="checkbox"/>
	<input type="checkbox"/>
	<input type="checkbox"/>
	<input type="checkbox"/>

**A PRACTICAL GUIDE TO  
CANADIAN PARTNERSHIP LAW**

**Alison R. Manzer**

**Release No. 28, December 2018**

This resource helps you to guide your client through their partnership issues, as it covers: formation of the partnership; legal requirements for management and administration of partnership affairs; fiduciary obligations; business and legal issues facing the partnership throughout its history; relationship between third parties and partners; dispute and dissolution practice and procedure; bankruptcy of general partnership; and limited liability partnerships.

Offering a clear understanding of Canadian legislation and common law, this resource provides a topical review of the statutes applicable in all Canadian jurisdictions, including the Quebec *Civil Code*.

**What's New in this Update:**

This release features a comprehensive update of case law and commentary in Chapters 2, 3, 4, 5, 7, 9, 10 and 12, with a particular focus on Chapter 5 (The Consequences of Being a Partner: Fiduciary Obligations).

---

**THOMSON REUTERS CANADA®** Customer Support  
1-416-609-3800 (Toronto & International)  
1-800-387-5164 (Toll Free Canada & U.S.)  
Fax 1-416-298-5082 (Toronto)  
Fax 1-877-750-9041 (Toll Free Canada Only)  
Email [CustomerSupport.LegalTaxCanada@TR.com](mailto:CustomerSupport.LegalTaxCanada@TR.com)  
This publisher's note may be scanned electronically and photocopied for the purpose of circulating copies within your organization.

## Highlights:

### Tax Law

- *2078970 Ontario Inc. v. 2078702 Ontario Inc.*, 2018 D.T.C. 1105 (T.C.C. [General Procedure]), with an extensive interpretation of s. 152 of the *Income Tax Act* on allocation of profit and loss in limited partnerships (para. 5.4360)
- *Canada v. Green* (2017), [2018] 1 C.T.C. 91 (F.C.A.), on at-risk rules for tiered limited partnership in s. 96 of the *Income Tax Act* (para. 5.4400)
- *Canada Life Insurance Company of Canada v. Canada (Attorney General)* (2018), 141 O.R. (3d) 321 (Ont. C.A.), on tax elections on dissolution (para. 5.4410)
- *Freitas v. Canada*, 2018 D.T.C. 5064 (F.C.A.), on CPP obligations of retired partners (para. 5.4420)
- An extensive discussion of the Minister of Finance's Notice of Ways and Means Motion (February 27, 2018) to amend the *Excise Tax Act* re HST and investment limited partnerships (para. 5.4430)
- An extensive discussion of *External Technical Interpretation 2016-0666481E5 - Debt Forgiveness in a Tiered Partnership, March 22, 2017*, in which the Canada Revenue Agency confirmed that the election under s. 80(15) of the *Income Tax Act* can be available in a tiered partnership structure (para. 5.4390)
- The addition of appendices to Chapter 5 containing relevant provisions of the *Income Tax Act* (Appendix 5:A), *Canada Pension Plan* (Appendix 5:B) and *Excise Tax Act* (Appendix 5:C) for easy reference

### Other Case Law

- *Central Disposal Services Ltd. v. Pardy's Waste Management and Industrial Services Ltd.* (2017), 69 B.L.R. (5th) 137 (N.L. T.D.), on criteria for evidence of partnership and whether a partnership existed (para. 2.146)
- *Behuncik v. Kooiman*, 2017 ABQB 483 (Alta. Q.B.), on accounting for inputs (para. 4.585)
- *Healthcare of Ontario Pension Plan Trust Fund v. Neuro Discovery II Limited Partnership* (2017), 76 B.L.R. (5th) 147 (B.C. S.C.), on the oppression remedy (para. 9.1368.5)
- *Corbett v. River Spirit Development Co Limited Partnership*, 2018 ABQB 19 (Alta. Q.B.), on the interpretation of voting rights in a limited partnership agreement (para. 9.1379.3)