

# MAINE STATE LEGISLATURE

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# DOCUMENTS

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# THE LEGISLATURE

OF THE

# STATE OF MAINE,

DURING ITS SESSION

**A. D. 1836.**

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*AUGUSTA:*  
SMITH & ROBINSON,.....PRINTERS.

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1836.

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SIXTEENTH LEGISLATURE.

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No. 39.

HOUSE.

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STATE OF MAINE.

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IN THE YEAR OF OUR LORD ONE THOUSAND EIGHT  
HUNDRED AND THIRTY SIX.

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AN ACT concerning Limited Partnerships.

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SECT. 1. *Be it enacted by the Senate and  
2 House of Representatives in Legislature as-  
3 ssembled,* That limited partnerships, for the  
4 transaction of mercantile, mechanical or manu-  
5 facturing business, within this State, may be  
6 formed by two or more persons, upon the terms,  
7 and subject to the conditions and liabilities here-  
8 inafter prescribed: *Provided, however,* that  
9 nothing in this Act contained shall authorize  
10 such partnerships for the purpose of banking or  
11 insurance.

SECT. 2. *Be it further enacted,* That partnerships, formed under this Act, may consist of one or more persons, who shall be called general partners, and who shall be jointly and severally responsible, as general partners now are by law; and of one or more persons who shall contribute a specific sum in actual cash payment as capital, to the common stock, who shall be called special partners, and who shall not be liable for the debts of the partnership beyond the sum so contributed by him or them to such capital.

SECT. 3. *Be it further enacted,* That persons forming such partnerships shall make, and severally sign a certificate, which shall contain the name or firm, under which said partnership is to be conducted; the names and respective places of residence of all the general and special partners, distinguishing which are general and which are special partners; the amount of capital which each special partner has contributed to the common stock; the general nature of the business to be transacted, and the time the partnership is to commence, and when it is to terminate.

SECT. 4. *Be it further enacted,* That such  
2 partnership shall not be deemed to have been  
3 formed, until a certificate, made as aforesaid,  
4 shall be acknowledged by all the partners, be-  
5 fore some Justice of the Peace, and recorded  
6 in the Registry of Deeds of the County in  
7 which the principal place of the business of the  
8 partnership is situated, in a book, to be kept for  
9 that purpose, open to public inspection. And  
10 if the partnership shall have places of business  
11 situated in different Counties, a copy of the cer-  
12 tificate certified by the Register of Deeds in  
13 whose office it shall be recorded, shall be filed  
14 and recorded in like manner in the office of the  
15 Register of Deeds in every such County. And  
16 if any false statement shall be made in such cer-  
17 tificate, all the persons interested in said part-  
18 nership shall be liable for all the engagements  
19 thereof as general partners.

SECT. 5. *Be it further enacted,* That, after  
2 such registry, the partners shall, for six succes-  
3 sive weeks, immediately thereafter, publish a copy  
4 of the certificate above mentioned, in a news-  
5 paper printed in the county where their princi-

6 pal place of business is situated, and if no such  
7 paper be there printed, then in a newspaper  
8 printed in an adjoining County; and, if such  
9 publication be not so made, the partnership shall  
10 be deemed general.

SECT. 6. *Be it further enacted,* That  
2 upon every renewal or continuance of such part-  
3 nership, beyond the time originally fixed for its  
4 duration, a certificate thereof shall be made and  
5 acknowledged, recorded and published, in the  
6 same manner as is provided for in the third, fourth  
7 and fifth sections of this Act, respecting the orig-  
8 inal formation of such partnerships. And every  
9 such partnership otherwise renewed or contin-  
10 ued, shall be deemed a general partnership.

SECT. 7. *Be it further enacted,* That the  
2 business of the partnership shall be conducted  
3 under a firm, in which the names of the general  
4 partners only shall be inserted, without the ad-  
5 dition of the word "Company," or any other  
6 general term; and the general partners only  
7 shall transact business. And if the name of  
8 any special partner shall be used in such firm,  
9 with his consent or privity, or if he shall person-

10 ally make any contract respecting the concerns  
11 of the partnership, with any person except the  
12 general partners, he shall be deemed and treat-  
13 ed as a general partner.

SECT. 8. *Be it further enacted,* That during  
2 the continuance of any partnership under the  
3 authority of this Act, no part of the Capital  
4 Stock thereof shall be withdrawn therefrom, nor  
5 any division of interest or profits be made, so  
6 as to reduce such capital Stock, below the sum  
7 stated in the certificates before mentioned; and  
8 if at any time during the continuance or at the  
9 termination of the partnership, the property or  
10 assets shall not be sufficient to pay the partner-  
11 ship debts, then the special partners shall sever-  
12 ally be held responsible for all sums by them in  
13 any way received, withdrawn or divided, with  
14 interest thereon, from the time they were so  
15 withdrawn respectively. And no general as-  
16 signment by said partnership, in view of insol-  
17 vency, or where their goods and estate are in-  
18 sufficient for the payment of all their debts, shall  
19 be valid unless it shall provide for a distribution  
20 of the partnership property among all the credi-

21 tors, in proportion to the amount of their sever-  
22 al claims, excepting the claims of the govern-  
23 ment of the United States, arising from bonds  
24 for duties, which are first to be paid or secured.  
25 And the assent of the creditors to such assign-  
26 ment shall be presumed, unless they either ex-  
27 pressly, or by some act inconsistent with such  
28 assent, shall dissent therefrom, within sixty days  
29 from the time of notice, and no such assignment  
30 shall be valid, unless notice of the same shall be  
31 given in some newspaper printed in the County  
32 where the place of business of the party making  
33 the same is situated, and if no newspaper be  
34 printed in said County, then in some newspaper  
35 printed in an adjoining County, within fourteen  
36 days after the making such assignment.

SECT. 9. *Be it further enacted,* That all  
2 suits respecting the business of such partnership  
3 shall be commenced and prosecuted by and a-  
4 gainst the general partners only, except in those  
5 cases in which provision is herein before made,  
6 that special shall be deemed general partners, and  
7 special partnerships general, in which cases all  
8 the partners deemed general as aforesaid, may  
9 join or be joined in such suits, excepting also



10 cases where special partners shall be severally  
11 held responsible under the provisions of the  
12 foregoing Section.

SECT. 10. *Be it further enacted*, That no dis-  
2 solution of said partnership shall take place, (ex-  
3 cept by operation of law,) before the time speci-  
4 fied in the certificate before named; unless a no-  
5 tice of said dissolution be recorded in the registry  
6 in which the original certificate or certificates of  
7 renewal or continuance was recorded, and in  
8 any other registry where the copy of said certifi-  
9 cate was recorded, and published in such news-  
10 paper as is directed in the fifth Section of this  
11 Act.

SECT. 11. *Be it further enacted*, That in  
2 all cases, not otherwise provided for in this Act  
3 the members of limited partnership shall be  
4 subject to all the legal liabilities, and entitled to  
5 all the legal immunities which are incident to  
6 general partnerships, and the Justices of the Su-  
7 preme Judicial Court may hear and determine  
8 in equity all question between Corporations, in  
9 any partnership formed by virtue of this Act,  
10 and between said copartners and any creditor or  
11 creditors of the firm.

STATE OF MAINE.

HOUSE OF REPRESENTATIVES, }  
February 25, 1886. }

Read twice and five hundred copies of the same ordered to be  
printed for the use of the Members.

[Extract from the Journal.]

ATTEST: JAMES L. CHILD, Clerk.