

No. S. 324.—The following Bill, as further amended by the Special Committee of the Legislative Council, is published for general information:—

## A BILL

ENTITLED

An Ordinance to provide for the registration of Chinese Partnerships, and to enable partners therein to register and thereby to limit their liability.

BE it enacted by the Governor of Hongkong, with the advice and consent of the Legislative Council thereof, as follows:—

Short title and application.

1. This Ordinance may be cited as the Chinese Partnerships Ordinance, 1911, and shall apply only to such partnerships carrying on business in the Colony as in the opinion of the Registrar of Companies can properly be described as Chinese Partnerships.

Interpretation of terms.

2. In the construction of this Ordinance the following words and expressions shall have the meanings respectively assigned to them in this section, unless there be something in the subject or context repugnant to such construction:—

Ordinance No. 1 of 1897.

“Firm”, “firm name”, and “business” have the same meanings as in the Partnership Ordinance, 1897.

“Registered Partner” shall mean any partner including a firm, a family *tong* or a body corporate who or which is registered as such under this Ordinance.

Ordinance No. 1 of 1865.

“Registrar of Companies” shall mean the officer appointed for the registration of Companies under the Companies Ordinance, 1865, or any Ordinance amending or substituted for the same.

“The Court” shall mean the Supreme Court.

“Full name” shall, in the case of a person who carries on business in more than one name, include all the names, whether *tong* names or otherwise, in which such person carries on business, and in the case of persons with Chinese names or of Chinese origin shall include his surname and *P'ü Tsz* (別字) and the places of his birth and the District in China to which he belongs.

“*Hung Kù* shareholder” means a person who is registered as such in a registered partnership and who holds a *hung kù* (紅股) or red share, and is a person who is entitled to no interest on capital, but who shares with the partners the surplus profit after interest on capital has been paid.

Registration of Chinese partnerships and partners.

3. From and after the commencement of this Ordinance Chinese partnerships and partners therein may register in the manner and subject to the conditions by this Ordinance provided.

Conditions of registration.

4.—(1.) No partnership may register under this Ordinance unless one at least of its partners registers as a partner therein.

(2.) Firms or family *tongs* may be registered as partners in a registered partnership, provided that a firm or family *tong* so registered shall be regarded, so far as the partnership in which it is registered is concerned, as one person, and provided also that one partner only in the firm or one member only of the *tong* shall be registered as a representative of the firm or *tong* so registering as aforesaid, and provided also that no person may be registered as a representative of a firm or *tong* unless the Registrar of Companies is satisfied that he has the authority of the other members of his firm or the adult members of his *tong* to be registered as their representative in the registered partnership, and unless one month shall have elapsed since an announcement of his intention to apply for registration as a representative of the firm or *tong* in question shall have been published in the *Gazette* and in two Chinese daily newspapers circulating in the Colony.

(3.) The Registrar of Companies shall register the names of all members of a family *tong*, disclosed to him by such representative, including infants of any age; and thereafter members so registered shall have their liability limited in the same manner as if they were registered as partners under this Ordinance.

(4.) Bodies corporate may be registered as partners in a registered partnership.

5.—(1.) The liability of each partner in a registered partnership, which may sue and be sued in its registered name, shall be unlimited in respect of assets in his possession connected with the registered partnership. **Effect of registration on liability.**

(2.) The liability of each unregistered partner in a registered partnership shall be unlimited.

(3.) The liability of each registered partner in a registered partnership beyond his liability under sub-section (1) of this section, shall be limited to such proportion of the debts and obligations of the registered partnership as his interest in the registered partnership bears to the total interest of all the partners therein, whether registered or unregistered.

(4.) Where a firm or family *tong* is registered as a registered partner in a registered partnership, but is not itself registered as a registered partnership the liability of each of its partners or members shall be unlimited in respect of assets in his possession connected with the registered partnership, but his further liability shall be limited to such proportion of the debts and obligations of the registered partnership as the interest of his firm or *tong* in the registered partnership bears to the total interest of all the partners therein whether registered or unregistered.

(5.) Where a firm or family *tong* is registered as a registered partner in a registered partnership and is itself also registered as a registered partnership the liability of each of its registered partners or members shall be unlimited in respect of assets in his possession connected with the registered partnership in which his firm or *tong* is a registered partner; but his further liability shall be limited to such proportion of what would have been his total liability if his firm or *tong* had not itself been a registered partnership as his interest in his own firm or *tong* bears to the total interest of all the partners therein, whether registered or unregistered.

(6.) Where a firm or family *tong* is registered as a registered partner in a registered partnership and is itself also registered as a registered partnership the liability of each of its unregistered partners or members shall be unlimited in respect of assets in his possession connected with the registered partnership in which the firm or *tong* is a registered partner; but his further liability shall be limited to such proportion of the debts and obligations of the registered partnership as the interest of his firm or *tong* in the registered partnership bears to the total interest of all the partners therein whether registered or unregistered.

(7.) No person registered only as a *hung ku* shareholder shall be under any further liability for the debts and obligations of the firm in which he is so registered than the liability imposed by sub-section (1) of this section.

(8.) The burden of proving that assets in his possession are unconnected with the registered partnership shall be on the person who seeks to have his liability limited under this section.

(9.) No member of a firm or family *tong* which is registered as a partner other than the registered representative thereof shall take part in the management of the business of the registered partnership or shall have power to bind the registered partnership.

Provided that any member of such a firm or *tong* may by himself or his agent at any time inspect the books of the firm and examine into the state and prospects of the partnership business.

If a member of such a firm or *tong* other than the registered representative thereof takes part in the management of the business of the registered partnership he shall be personally liable to an unlimited extent for all debts and obligations of the registered partnership incurred while he so takes part in the management thereof.

(10.) A firm or family *tong* registered as a partner in a registered partnership may be sued in its firm or *tong* name in respect of the debts and obligations of the registered partnership, and service on its registered representative shall be deemed sufficient service on the partners in the firm or the members of the *tong*.

Dissolution and winding up of registered partnerships.

6.—(1.) A registered partnership shall not be dissolved by the death, or bankruptcy, or admission, or succession, or retirement of a partner; and the lunacy of a partner shall not be a ground for dissolution of the partnership by the Court unless the lunatic's share cannot be otherwise ascertained and realised.

(2.) In the event of the dissolution of a registered partnership its affairs shall be wound up by the partners unless the Court otherwise orders.

Ordinance No. 1 of 1865.

(3.) Applications to the Court to wind up a registered partnership shall be by petition under the Companies Ordinance, 1865, or any Ordinance amending or substituted for the same, and the provisions of such Ordinance relating to the winding up of companies by the Court and of the rules made thereunder (including provisions as to fees) shall, subject to such modification (if any) as the Governor-in-Council may by rules provide, apply to the winding up by the Court of registered partnerships, with the substitution of partners for directors.

(4.) Subject to any express agreement between the partners,—

(a.) Any difference arising as to ordinary matters connected with the partnership business may be decided by a majority of the partners;

(b.) A partner shall not be entitled to dissolve a registered partnership by notice.

Law as to private partnership to apply where not inconsistent with this Ordinance.

7. Subject to the provisions of this Ordinance, the Partnership Ordinance, 1897, and the rules of equity and of common law applicable to partnerships, except so far as they are inconsistent with the express provisions of the last mentioned Ordinance, shall apply to partnerships and partners registered under this Ordinance.

Manner and particulars of registration.

8. The registration of a partnership under this Ordinance shall be effected by delivering to the Registrar of Companies a statement signed by such of the partners and *hung kú* shareholders as desire to be registered under this Ordinance containing the following particulars:—

(a.) The partnership name;

(b.) The general nature of the business;

(c.) The principal place of business;

(d.) The full name and address of each of the partners and *hung kú* shareholders who desires to be registered under this Ordinance;

(e.) The term, if any, for which the partnership is entered into, and the date of its commencement;

(f.) The total capital of the partnership and the amount of such capital which has been paid up;

(g.) The sum contributed by each partner who desires to be registered under this Ordinance, and whether paid in cash or how otherwise;

(h.) The proportion which the interest in the partnership of each partner who desires to be registered under this Ordinance bears to the interests of all the partners, whether registered or unregistered, in the partnership;

(i.) The interest in the firm of any *hung kú* shareholder who desires to be registered as such under this Ordinance.

Registration of changes in partnerships.

9.—(1.) If during the continuance of a registered partnership any change is made or occurs, whether by reason of the death of a registered or unregistered partner or otherwise howsoever, in:—

(a.) the firm name,

(b.) the general nature of the business,

(c.) the principal place of business,

(d.) the registered partners or the name of any registered partner,

(e.) the term or character of the partnership,

(f.) the sum contributed by any registered partner,

(g.) the proportion which the interest in the partnership of any registered partner bears to the in-

terests of all the partners, whether registered or unregistered, in the partnership,

a statement, chopped with the chop of the partnership and signed by the manager or in his absence by one or more of the registered partners, specifying the nature of the change shall within fourteen days be delivered to the Registrar of Companies.

(2.) If default is made in compliance with the requirements of this section such manager and all the registered partners who cannot prove that they were ignorant of the change shall, on summary conviction before a Magistrate, be liable to a fine not exceeding ten dollars for each day during which the default continues. Provided that no person shall be liable to pay a fine exceeding a total sum of five hundred dollars.

10. The statement of the amount contributed by a registered partner, and a statement of any increase in that amount, sent to the Registrar for registration under this Ordinance, shall be charged with an *ad valorem* stamp duty of \$1 for every \$500 or portion of every \$500 up to \$10,000, and \$1 for every \$1,000 or portion of \$1,000 on the next \$15,000 and 50 cents for every \$1,000 or portion of \$1,000 on sums above \$25,000 of the amount so contributed, or of the increase of that amount, as the case may be; and, in default of payment of stamp duty thereon as herein required, the duty with interest thereon at the rate of eight per cent, per annum from the date of delivery of such statement shall be a debt to the Crown and shall be recoverable by the Colonial Treasurer from such registered partner in the same manner as is provided for by the Crown Remedies Ordinance, 1875, in respect of rent due to the Crown.

*Ad valorem* stamp duty on contributions by registered partners.

11. Every one who makes, signs, sends, or delivers for the purpose of registration under this Ordinance any false or incomplete statement known by him to be false or incomplete commits a misdemeanour and shall also be personally liable to an unlimited extent for all debts and obligations of the registered partnership incurred during his partnership therein.

Penalty for making false returns.

12. On receiving any statement made in pursuance of this Ordinance the Registrar of Companies shall cause the same to be filed, and he shall send by registered post or deliver to the partnership from which such statement has been received a certificate of the registration thereof.

Registrar to file statement and issue certificate of registration.

13. The Registrar of Companies shall keep at his office, in proper books to be provided for the purpose, a register and an index of all the partnerships registered as aforesaid, and of all the statements registered in relation to such partnerships, and shall as soon as practicable after each registration publish in the *Gazette* and in one Chinese newspaper circulating in the Colony a notification of the name of the registered partnership and of the name of every registered partner therein.

Registrar to keep register and index and to advertise registrations.

14.—(1.) Any person may inspect the statements filed under this Ordinance by the Registrar of Companies, and there shall be paid for each such inspection a fee of one dollar; and any person may require a certificate of the registration of a registered partnership, or a copy of or extract from any registered statement, to be certified by the Registrar of Companies, and there shall be paid for such certificate of registration, certified copy, or extract such fees as the Governor-in-Council may appoint, not exceeding \$1 for the certificate of registration, and not exceeding forty cents for each folio of seventy-two words.

Inspection of statements registered.

(2.) A certificate of registration, or a copy of or extract from any statement registered under this Ordinance, if duly certified to be a true copy under the hand of the Registrar of Companies or one of the Deputy Registrars (whom it shall not be necessary to prove to be the Registrar or Deputy Registrar) shall, in all legal proceedings, civil or criminal, and in all cases whatsoever, be received in evidence.

Powers of Governor-in-Council to make rules. **15.** The Governor-in-Council may make rules concerning any of the following matters :—

- (a.) The fees to be paid to the Registrar of Companies under this Ordinance so that they do not exceed in the case of the original registration of a limited partnership the sum of twenty dollars and in any other case the sum of three dollars.
- (b.) The duties or additional duties to be performed by the Registrar of Companies for the purposes of this Ordinance.
- (c.) The performance by Deputy Registrars and other officers of acts by this Ordinance required to be done by the Registrar of Companies.
- (d.) The forms to be used for the purposes of this Ordinance.
- (e.) The publication from time to time in the *Gazette* of a list of the partnerships registered under this Ordinance.
- (f.) Generally the conduct and regulation of registration under this Ordinance and any matters incidental thereto.

Effect of registration not retrospective. **16.** Nothing in this Ordinance shall be taken to affect any debt or liability incurred by a registered partnership or a registered partner or *hung kú* shareholder prior to the date of the certificate of their respective registrations issued under section 12.

Commencement of Ordinance. **17.** This Ordinance shall come into operation on the first day of January, 1912.

## NOTICES.

COLONIAL SECRETARY'S DEPARTMENT.

**No. S. 325.**—Statement of Sanitary Measures adopted by Hongkong.

Disease.	Port or Place.	Restrictions in Force.	Authority.
Cholera and Small-pox.	Bangkok.	Medical examination; quarantine at the discretion of the Health Officer.	Proclamation No. 1 dated 6th May, 1910.
Cholera.	Singapore.	Do.	Proclamation No. 8 dated 1st November, 1911.

A. W. BREWIN,  
*Colonial Secretary.*

*10th November, 1911.*

## LAND REGISTRY OFFICE.

**No. S. 326.**—It is hereby notified that the following Sales of Crown Land by Public Auction will be held at the District Land Office, Tai Po, at 10 a.m., on Saturday, the 18th day of November, 1911.

The Lots are sold for the term of Seventy-five years from the 1st day of July, 1898, with the right of renewal for a further term of 24 years less 3 days at a re-assessed Crown Rent, Lot No. 1724 as a Threshing Floor and Lots Nos. 3312, 4353, 1810 and 1167 as Building Lots subject to the General Conditions of Sale published in Government Notification No. 365 of 1906 and to the special condition No. 5 published in Government Notification No. 278 of 1911. Lot No. 1724 is further subject to special condition No. 1 published in Government Notification No. 697 of 1909.