

LEGISLATIVE COUNCIL.

No. S. 141.—The following Bills were read a first time at a Meeting of the Council held on the 2nd May, 1912 :—

A BILL

ENTITLED

An Ordinance to authorize the Appropriation of a Supplementary Sum of One hundred and sixty-three thousand eight hundred and ninety-six Dollars and ninety-three Cents, to defray the Charges of the Year 1911.

WHEREAS it has become necessary to make further provision for the public service of the Colony for the year 1911, in addition to the charge upon the revenue of the Colony for the service of the said year already provided for :

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

A sum of One hundred and sixty-three thousand eight hundred and ninety-six Dollars and ninety-three Cents, is hereby charged upon the revenue of the Colony for the service of the year 1911, the said sum so charged being expended as hereinafter specified ; that is to say :—

Governor, - - - - -	- \$ 1,173.75
Registrar General's Department, - - - - -	4,671.74
Treasury, - - - - -	2,663.16
Observatory, - - - - -	402.02
Miscellaneous Services, - - - - -	33,884.29
Public Works, Recurrent, - - - - -	70,740.80
Kowloon-Canton Railway, - - - - -	50,361.17
Total, - - - - -	<u>\$163,896.93</u>

A BILL

ENTITLED

An Ordinance to establish Limited Partnerships.

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

- Short title. 1. This Ordinance may be cited as the Limited Partnerships Ordinance, 1912, 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 Non-Chinese Partnerships.
- Interpreta-
tion of
terms.
7 Ed. 7 c. 24
s. 3. 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.
- "General Partner" shall mean any partner who is not a limited partner as defined by this Ordinance.
- Ordinance
No. 58 of
1911. "Registrar of Companies" shall mean the officer appointed for the registration of companies under the Companies Ordinance, 1911.
- "The Court" shall mean the Supreme Court.
- Definition
and con-
stitution of
limited
partnership.
7 Ed. 7 c. 24
s. 4. 3.—(1.) From and after the commencement of this Ordinance limited partnerships may be formed in the manner and subject to the conditions by this Ordinance provided.
- (2.) A limited partnership shall not consist, in the case of a partnership carrying on the business of banking, of more than twenty persons, and, in the case of any other part-

nership, of more than twenty persons, and must consist of one or more persons called general partners, who shall be liable for all debts and obligations of the firm, and one or more persons to be called limited partners, who shall at the time of entering into such partnership contribute thereto a sum or sums as capital or property valued at a stated amount, and who shall not be liable for the debts or obligations of the firm beyond the amount so contributed.

(3.) A limited partner shall not during the continuance of the partnership, either directly or indirectly, draw out or receive back any part of his contribution, and if he does so draw out or receive back any such part, shall be liable for the debts and obligations of the firm up to the amount so drawn out or received back.

(4.) A body corporate may be a limited partner.

4. Every limited partnership must be registered as such in accordance with the provisions of this Ordinance, or in default thereof it shall be deemed to be a general partnership, and every limited partner shall be deemed to be a general partner.

Registration of limited partnership required. *Ib. s. 5.*

5.—(1.) A limited partner shall not take part in the management of the partnership business, and shall not have power to bind the firm:

Modifications of general law in case of limited partnerships. *Ib. s. 6.*

Provided that a limited partner 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, and may advise with the partners thereon.

If a limited partner takes part in the management of the partnership business he shall be liable for all debts and obligations of the firm incurred while he so takes part in the management as though he were a general partner.

(2.) A limited partnership shall not be dissolved by the death or bankruptcy of a limited partner, and the lunacy of a limited 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.

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

(4.) Applications to the Court to wind up a limited partnership shall be by petition under the Companies Ordinance, 1911, and the provisions of that 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 limited partnerships, with the substitution of general partners for directors.

Ordinance No. 53 of 1911.

(5.) Subject to any agreement expressed or implied between the partners,—

- (a.) any difference arising as to ordinary matters connected with the partnership business may be decided by a majority of the general partners;
- (b.) a limited partner may, with the consent of the general partners, assign his share in the partnership, and upon such an assignment the assignee shall become a limited partner with all the rights of the assignor;
- (c.) the other partners shall not be entitled to dissolve the partnership by reason of any limited partner suffering his share to be charged for his separate debt;
- (d.) a person may be introduced as a partner without the consent of the existing limited partners;
- (e.) a limited partner shall not be entitled to dissolve the partnership by notice.

6. 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 limited partnerships.

Law as to private partnership to apply subject to this Ordinance. *7 Ed. 7 c. 24 s. 7.*

Manner and particulars of registration.
Ib. s. 8.

7. The registration of a limited partnership shall be effected by sending by registered post or delivering to the Registrar of Companies a statement signed by the partners containing the following particulars:—

- (a.) the firm name;
- (b.) the general nature of the business;
- (c.) the principal place of business;
- (d.) the full name of each of the partners;
- (e.) the term, if any, for which the partnership is entered into, and the date of its commencement;
- (f.) a statement that the partnership is limited, and the description of every limited partner as such;
- (g.) the sum contributed by each limited partner, and whether paid in cash or how otherwise.

Registration of changes in partnerships.
Ib. s. 9.

8.—(1.) If during the continuance of a limited partnership any change is made or occurs in:—

- (a.) the firm name,
- (b.) the general nature of the business,
- (c.) the principal place of business,
- (d.) the partners or the name of any partner,
- (e.) the term or character of the partnership,
- (f.) the sum contributed by any limited partner,
- (g.) the liability of any partner by reason of his becoming a limited instead of a general partner or a general instead of a limited partner,

a statement, signed by the firm, specifying the nature of the change shall within seven days be sent by post or delivered to the Registrar of Companies.

(2.) If default is made in compliance with the requirements of this section each of the general partners shall, on summary conviction before a Magistrate, be liable to a fine not exceeding ten dollars for each day during which the default continues.

Advertisement in *Gazette* of statement of general partner becoming a limited partner and of assignment of share of limited partner.
Ib. s. 10.

9. Notice of any arrangement or transaction under which any person will cease to be a general partner in a firm, and will become a limited partner in that firm, or under which the share of a limited partner in a firm will be assigned to any person, shall be forthwith advertised in the *Gazette*, and until notice of the arrangement or transaction is so advertised the arrangement or transaction shall, for the purposes of this Ordinance, be deemed to be of no effect.

Ad valorem stamp duty on contributions by limited partners.
Ib. s. 11.

10. The statement of the amount contributed by a limited 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 \$2.50 for every \$1,000 and any fraction of \$1,000 over any multiple of \$1,000, 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 seven per cent. per annum from the date of delivery of such statement shall be a joint and several debt to His Majesty, recoverable from the partners, or any of them, in the said statements named, or, in the case of an increase, from all or any of the said partners whose discontinuance in the firm shall not, before the date of delivery of such statement of increase, have been duly notified to the Registrar of Companies.

Making false returns to be misdemeanour.
Ib. s. 12.

11. Every one commits a misdemeanour 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.

Registrar to file statement and issue certificate of registration.
Ib. s. 13.

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 to the firm from whom such statement shall have been received a certificate of the registration thereof.

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 limited partnerships registered as aforesaid, and of all the statements registered in relation to such partnerships. Register and index to be kept. *Ib. s. 14.*

14.—(1.) Any person may inspect the statements filed 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 limited 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 Court may appoint, not exceeding \$1 for the certificate of registration, and not exceeding thirty cents for each folio of seventy-two words. Inspection of statements registered. *Ib. s. 16.*

(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.

15. The Governor-in-Council may make rules concerning any of the following matters:— Powers of Governor-in-Council to make rules. *Ib. s. 17.*

- (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.) Generally the conduct and regulation of registration under this Ordinance and any matters incidental thereto.

16. This Ordinance shall come into operation on the day of _____, 1912. Commencement of Ordinance. *Ib. s. 2.*

Memorandum.

The object of this measure is to introduce into this Colony, with the necessary local modifications, the provisions of the Limited Partnerships Act 1907. It has no application to Chinese Partnerships which are regulated by the Chinese Partnerships Ordinance of last year—No. 53 of 1911.

W. REES DAVIES,
Attorney General.

A BILL

ENTITLED

An Ordinance to control the exhibition of advertisements.

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

1. This Ordinance may be cited as the Advertisements Regulation Ordinance, 1912. Short title.

2. The Governor-in-Council may make regulations, which shall be subject to the approval of, and shall not come into force until confirmed by, the Legislative Council Regulations for the control of advertisements.

- (1.) For the regulation and control of hoardings and similar structures used for the purpose of advertising.

(2.) For regulating, restricting or preventing the exhibition of advertisements in such places and in such manner or by such means, as to affect injuriously the amenities of any public place or to disfigure the natural beauty of a landscape or of the waters of the Colony or of the clouds or sky.

Penalties.

3. Any person who fails to comply with or commits any breach of any regulation made under this Ordinance shall be liable on summary conviction to a fine not exceeding fifty dollars.

Objects and Reasons.

The Bill is based in a measure on the Advertisements Regulation Act 1907 which allows local authorities to make byelaws which are subject to the confirmation of the Secretary of State for the regulation and control of advertising on hoardings over 12 feet in height and for regulating and restricting or preventing the exhibition of advertisements in such places and in such manner or by such means as to affect injuriously the amenities of public parks or promenades or to disfigure the natural beauty of a landscape.

C. G. ALABASTER,
Attorney General.

A BILL

ENTITLED

An Ordinance to amend the Tramway Ordinance, 1901, (Ordinance No. 10 of 1902).

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

Short title.

1. This Ordinance may be cited as the Tramway Amendment Ordinance, 1912.

Amends section 7 of Ordinance No. 10 of 1902.

2. The Tramway Ordinance, 1901, that is to say Ordinance No. 10 of 1902, is hereby amended in section 7 by the insertion after the words "such approval" in the third line thereof of the words "and after such approval has been confirmed by a resolution of the Legislative Council", and after the words "all such" in the eighth line thereof of the word "lines" and after the words "addition to" in the tenth line thereof of the words "or as extension of".

Objects and Reasons.

This bill amplifies the powers vested in the Tramway Electric Co. under the Tramway Ordinance, 1902, by giving them the right of extending the tramways subject to the approval of the Governor-in-Council, and as the Company has a monopoly, subject also to the approval of the Legislative Council.

Timely and adequate notification by public advertisement or otherwise of the intention of the Company to apply to the Governor-in-Council for such approval has first to be made. The object of the Bill is to render the passing of a fresh amending Ordinance unnecessary where the system is extended.

C. G. ALABASTER,
Attorney General.