

## PARTNERSHIP.

## VIII. Fees.

Fees.  
Ib. § 24.

45. There shall be allowed in proceedings under this act :

TO THE JUSTICE, JUDGE OR COURT.

For order for sale, one dollar ;  
For confirmation of sale and ordering conveyance, one dollar ;

TO THE CLERK.

For entering and filing report of sale, fifty cents ;  
For recording the same, for each sheet, eight cents ;  
For entering order of confirmation and for conveyance, fifty cents ;

TO THE SURROGATE.

For drawing petition, reading, filing and recording decree appointing commissioners, and a certified copy of such decree, three dollars and forty cents ;

For recording report of commissioners, for each sheet, eight cents ;

COMMISSIONERS.

For each commissioner one dollar and fifty cents a day for each day employed in the service, together with all actual expenses for surveying, chain-bearing assistants and other necessary expenses, and such further reasonable allowance as the court may judge proper, to be taxed by the court.

Commissions on  
sales.

P. L. 1855, p. 503.

46. That whenever any commissioners, appointed under this act, shall make sale of any lands, and the court or judge shall allow them commissions on the amount of sales, such commissions shall not exceed the following rates, to wit: on all sums not exceeding one thousand dollars, two per centum; if over one thousand dollars, and not exceeding three thousand dollars, one per centum on such excess; and if over three thousand dollars, one-half of one per centum on such excess.

P. L. 1875, p. 94.

Partitions and  
sales heretofore  
confirmed de-  
clared valid.

Proviso.

## Supplement.

Approved April 9, 1875.

[The amendments made by SEC. 1 and 2 have been made in this act].  
47. SEC. 3. That all partitions and sales of real estate heretofore confirmed by the prerogative court, or by any orphans' court of any county in this state, at any term of said court, shall be valid and effectual in law, though the same were confirmed at the same term during which such partition or sale was made; *provided*, said partition or sale was otherwise legal.

## Partnership.

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20. Assignment of partnership property, when void.
21. Assignment of property of partners, when void.
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23. Special partners postponed to creditors.
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25. What business special partner may transact.
26. Special partner may sell his interest without working dissolution.

**An act to authorize limited partnerships.**

P. L. 1837, p. 121.

Passed February 9, 1837.

R. S., 872.

1. That limited partnerships, for the transaction of any mercantile, mechanical, or manufacturing business, within this state, may be formed by two or more persons, upon the terms, with the rights and powers, and subject to the conditions and liabilities, herein prescribed; but the provisions of this act shall not be construed to authorize any such partnership for the purpose of banking or making insurance. Limited partnerships may be formed.
2. That such partnerships 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, in actual cash payments, a specific sum, 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 fund so contributed by him or them to the capital. Liabilities of partners.
3. That the general partners only, shall be authorized to transact business, and sign for the partnership, and to bind the same. (See Sec. 26). General partners, only, to transact business.
4. That the persons desirous of forming such partnership shall make and severally sign a certificate, which shall contain: Contents of certificate to be signed by partners.
- 1st. The name or firm under which such partnership is to be conducted.
- 2d. The general nature of the business intended to be transacted.
- 3d. The names of all the general and special partners interested therein, distinguishing which are general, and which are special partners, and their respective places of residence.
- 4th. The amount of capital which each special partner shall have contributed to the common stock.
- 5th. The period at which the partnership is to commence, and the period at which it will terminate.
5. That the certificate shall be acknowledged by the several persons signing the same, before an officer authorized by law to take the acknowledgment and proof of deeds, &c., in this state, and certified in the same manner as the acknowledgment of conveyances of land. Certificate to be acknowledged.
6. That the certificate so acknowledged and certified shall be filed in the office of the clerk of the county in which the principal place of the business of the partnership shall be situated, and shall also be recorded by him at large, in a book to be kept for that purpose, open to public inspection; if the partnership shall have places of business situated in different counties, a transcript of the certificate, and of the acknowledgment thereof, duly certified by the clerk in whose office it shall be filed, under his official seal, shall be filed and recorded in like manner in the office of the clerk of every such county. Certificate to be filed, etc.
7. That at the time of filing the original certificate, with the evidence of the acknowledgment thereof, as before directed, an affidavit of one or more of the general partners shall also be filed in the same office, stating that the sums specified in the certificate to have been contributed by each of the special partners to the common stock, have been actually and in good faith paid in cash. Affidavit of general partner to be filed with certificate.
8. That no such partnership shall be deemed to have been formed until a certificate shall have been made, acknowledged, filed and recorded, nor until an affidavit shall have been filed, as above directed; and if any false statements be made in such certificate or affidavit, all the persons interested in such partnership shall be liable for all the engagements thereof, as general partners. Partnership not formed if certificate and affidavit not filed.
9. That the partners shall publish the terms of the partnership, when registered, for at least six weeks immediately after such registry, in a newspaper or newspapers published in the county or counties in which their business shall be carried on; and if no newspaper be published in the same, then in a newspaper of the county nearest to their place of business; and if such publication be not made, the partnership shall be deemed general. Terms of partnership to be published.
10. That affidavits of the publication of such notice, by the printers of the newspapers in which the same shall be published, may be filed with the clerk directing the same, and shall be evidence of the facts therein contained. Affidavits of publication may be filed.

- Renewal of partnership to be certified, etc. 11. That every renewal or continuance of such partnership beyond the time originally fixed for its duration, shall be certified, acknowledged and recorded, and an affidavit of a general partner be made and filed, and notice be given in the manner herein required for its original formation; and every such partnership, which shall be otherwise renewed or continued, shall be deemed a general partnership.
- What deemed a dissolution of partnership. 12. That every alteration<sup>(a)</sup> which shall be made in the names of the partners, in the nature of the business, or in the capital or shares thereof, or in any other matter specified in the original certificate, shall be deemed a dissolution of the partnership; and every such partnership, which shall in any manner be carried on after such alteration shall have been made, shall be deemed a general partnership, unless renewed as a special partnership, according to the provisions of the preceding section.
- Names of general partners to be firm of company. 13. That the business of the partnership shall be conducted under a firm, in which the names of the general partners only, shall be inserted, without the addition of the word "company" or any other general term; and if the name of any special partner shall be used in such firm, with his privity, he shall be deemed a general partner.
- Suits may be brought against general partners. 14. That suits in relation to the business of the partnership may be brought and conducted by and against the general partners, in the same manner as if there was no special partners.
- Special partners may receive interest and profits. 15. That no part of the sum which any special partner shall have contributed to the capital stock, shall be withdrawn by him, or paid or transferred to him in the shape of the dividends, profits, or otherwise, at any time during the continuance of the partnership; but any partner may annually receive lawful interest on the sum so contributed by him, if the payment of such interest shall not reduce the original amount of such capital; and if, after the payment of such interest, any profits shall remain to be divided, he may also receive his portion of such profits. (See *Sec. 25, 26*).
- Reduction of capital to be made good. 16. That if it shall appear that, by the payment of interest or profits to any special partner, the original capital has been reduced, the partner receiving the same shall be bound to restore the amount necessary to make good his share of capital, with interest.
- Special partner may examine state of partnership concerns. 17. That a special partner may from time to time examine into the state and progress of the partnership concerns, and may advise as to their management; but he shall not transact any business on account of the partnership, nor be employed for that purpose as agent, attorney, or otherwise; if he shall interfere contrary to these provisions he shall be deemed a general partner. (See *Sec. 25*).
- Accountability of general partners. 18. That the general partners shall be liable to account to each other, and to their special partners, for their management of the concerns, both in law and equity, as other partners now are by law.
- Liability and penalty for fraud of partner. 19. That every partner who shall be guilty of any fraud in the affairs of the partnership shall be liable, civilly, to the party injured to the extent of his damage; and shall also be liable to an indictment for a misdemeanor, punishable by fine or imprisonment, or both, in the discretion of the court by which he shall be tried.
- Assignment of partnership property, when void. 20. That every sale, assignment, or transfer of any property or effects of such partnership, when insolvent, or in contemplation of insolvency, made by such partnership, or after, or in contemplation of, the insolvency of any partner with the intent of giving a preference to any creditor of such partnership or insolvent partner over other creditors of such partnerships; and every judgment confessed, lien created, or security given by such partnership, under the like circumstances and with the like intent, shall be void, as against the creditors of such partnership.
- Assignment of property of partner, when void. 21. That every such sale, assignment, or transfer of any of the property or effects of a general or special partner, made by such general or special partner when insolvent, or in contemplation of insolvency, or after, or in contemplation of, the insolvency of the partnership, with the intent of giving to any creditor of his own, or of the partnership, a preference over

(a) An alteration caused by death of special partner affects transactions after such alteration, but not prior debts or other transactions. *Perth Amboy Manuf'g Co. v. Condit*, 1 Zab. 659. Suit brought after such death for prior debt, must be in the name of general partners. *Ibid.*

creditors of the partnership; and every judgment confessed, lien created, or security given, by any such partner, under the like circumstances, and with the like intent, shall be void, as against the creditors of the partnership.

22. That every special partner who shall violate any provision of the two last preceding sections, or who shall concur in, or assent to any such violation, by the partnership, or by any individual partner, shall be liable as a general partner.

When special, liable as a general partner.

23. That, in the case of the insolvency or bankruptcy of the partnership, no special partner shall, under any circumstances, be allowed to claim as a creditor, until the claims of all the other creditors of the partnership shall be satisfied.

Special partner not to claim as creditor till others are satisfied.

24. That no dissolution of such partnership, by the acts of the parties, shall take place previous to the time specified in the certificates of its formation, or in the certificate of its renewal, until a notice of such dissolution shall have been filed and recorded in the clerk's office in which the original certificate was recorded, and published once in each week, for four weeks, in a newspaper circulating in each of the counties where the partnership may have places of business.

Partnership may be dissolved before time limited.

#### Supplement.

Approved March 15, 1859. P. L. 1859, p. 335.

25. Sec. 1. That any special partner may from time to time loan money to, and advance and pay money for the partnership with which he is connected, and may take and hold the notes, drafts, acceptances and bonds of or belonging to the partnership, as security for the repayment of such moneys and interest, and may use and lend his name and credit as security for the partnership, in any business thereof, and shall have the same rights and remedies in these respects as any other creditor might have; he may also negotiate sales, purchases and other business for the partnership, but no business so negotiated shall be binding upon the partnership until approved by a general partner, but he shall not, excepting as mentioned herein, and in the act to which this is a supplement, transact any business on account of the partnership, nor be employed for that purpose as agent, attorney, or otherwise; and if he shall interfere, contrary to these provisions, unless specially employed in writing, so to do, by the general partner or partners, he shall be deemed a general partner.

What business special partners may transact.

When deemed a general partner.

#### Supplement.

Approved April 2, 1869. P. L. 1869, p. 1224.

26. Sec. 1. That any special partner or the heirs or legal representatives of any special partner, deceased, may sell his or her interest in the partnership, without working a dissolution thereof or rendering the partnership general; *provided*, a notice of such sale be filed within ten days thereafter with the clerk of the county, where the partnership is doing business, and the purchaser of such interest may thereupon become a special partner with the same rights as an original special partner.

Special partner may sell his interest without working dissolution.

## Party Walls.

### An act to regulate party walls.

Approved February 22, 1871. P. L. 1871, p. 20.

1. That whenever excavations hereafter commenced, for building or other purposes, on any lot or piece of land, shall be intended to be carried to the depth of more than eight feet below the curb or grade of the street, and there shall be any party or other wall, wholly or partly on adjoining land, and standing upon or near the boundary lines of such lot, the person causing such excavations to be made, if afforded the necessary license to

Party making excavation, and there is a wall on adjoining lands, to preserve such wall from injury.