

**TEMPLATE FOR PARTNERSHIP  
AGREEMENTS  
(General and Undeclared Partnerships)  
(Short Form)**

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..... AGREEMENT, in connection with ..... (hereinafter the “Agreement”)  
entered into at ....., Province of ....., Canada.

**BETWEEN: V1 (If an individual)** ..... (*name of individual*), ..... (*occupation*),  
domiciled and residing at ..... (*civic number and street name*), in ....., Province  
of ....., ..... (*postal code*) [operating as a sole proprietorship under the  
name ..... (*business name*)] (hereinafter “PARTNER A”),

**OR**

**V2 (If a corporation)** ..... (*corporate name*), a legal person duly incorporated under  
the ..... *Act (name of statute under which the corporation was incorporated)*, with its principal  
place of business at ..... (*civic number and street name*), in ....., Province  
of ....., ..... (*postal code*) (hereinafter “PARTNER A”),

**AND** ..... (*identify partner B*) (*select the appropriate version from those listed above*)  
(hereinafter “PARTNER B”),

**AND** ..... (*identify partner C*) (*select the appropriate version from those listed above*)  
(hereinafter “PARTNER C”),

hereinafter collectively the “PARTNERS”.

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**RECITALS**

THE PARTNERS DECLARE AS FOLLOWS:

- A) The PARTNERS hereby agree to work together to ..... (*describe project*)  
and to create a ..... (*describe type of partnership*);
- B) The PARTNERS hereby wish to enter into an agreement governing the organization of  
the ..... (*describe type of partnership*);

ACCORDINGLY, THE PARTIES AGREE AS FOLLOWS:

**0.00 INTERPRETATION**

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PARTNER A	PARTNER B	PARTNER C

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**0.01 Definitions**

Unless otherwise indicated herein or inconsistent with the context, capitalized words and expressions appearing in this agreement will be interpreted as set out below. Moreover, words and expressions may also be defined elsewhere in the agreement, in which case they will have the meaning expressly set out in the section or subsection in which they are defined.

**0.01.01 Activities**

means, regarding the Partnership, ..... *(describe its principal business activities)*;

**0.01.02 Agreement**

means this agreement including its recitals and schedules, any related or ancillary documentation identified therein, as well as any amendments thereto that the PARTIES may make from time to time in accordance with Section 10.04 herein;

**0.01.03 Breach**

means, with regard to any representation or warranty or obligation under the Agreement:

- a) any misrepresentation, inaccuracy, error, or failure to disclose;
- b) any non-compliant performance or failure to perform an obligation; or
- c) any non-compliance, infringement, default or failure to satisfy any provision;

**0.01.04 Contribution(s)**

means the contributions of the PARTNERS in the capital of the Partnership, as described in Schedule 0.01.04 attached hereto;

**0.01.05 Encumber / Encumbrance**

Encumber means to create or grant an Encumbrance, and Encumbrance means, whether created by agreement or by operation of Law, a legal cause of preference, a dismemberment of ownership rights, an ownership interest, a restriction on the right to sell or convey any security interest of any kind, including any right capable of becoming any of the foregoing;

**0.01.06 Expenses**

means the amount of money the PARTNERS spend to carry out the Activities of the Partnership, such as its payroll and operating expenses, in accordance with the Agreement;

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PARTNER A	PARTNER B	PARTNER C