

dication, to appear in such cause as a defendant in error.

SEC. 65. Judgment may be given by the court above either for affirmance or reversal in part, or in whole, or a new adjudication of the matter may be directed in the court below. The proceedings in other respects shall be the same as in personal actions.

APPROVED, January 4, 1839.

PARTNERSHIPS.

AN ACT relative to limited Partnerships.

SEC. 1. *Be it enacted by the Council and House of Representatives of the Territory of Iowa,* That limited partnerships for the transaction of any agricultural, mercantile, mechanical, mining, smelting, or manufacturing business, within this Territory, and for no other purpose, whatever, may be formed by two or more persons, upon the terms, with the rights, and powers, and subject to the conditions, liabilities herein prescribed.

Limited partnerships, by whom, and for what purposes, formed.

SEC. 2. Such partnerships shall 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 payment, 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.

General and special partners, and their respective liabilities

SEC. 3. The general partners only, shall be authorized to transact business and sign for the partnership, and to bind the same.

General partners to transact business, &c.

SEC. 4. The persons desirous of forming such partnership, shall make and severally sign a certificate, which shall contain: first, the name, or firm, under which such partnership is to be conducted: second, the general nature of the business intended to be transacted: third, 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: fourth, the amount of capital which each special partner shall have contributed to the common stock: fifth, the period at which the partnership is to commence, and the period that it will terminate.

Certificate, to contain name of firm, nature of business, general and special partners, their residence, the amount of capital, and period of connection.

Certificate, by, before whom, and in what manner acknowledged.

SEC. 5. The certificate shall be acknowledged by the several persons signing the same, in the manner, and before the same persons, that deeds are now acknowledged, and the said acknowledgment shall be certified in the same manner as the acknowledgment of deeds is now certified.

Certificate, where, and by whom recorded.

SEC. 6. The certificate, so acknowledged and certified, shall be recorded and filed in the office of the register of deeds of the proper county, in which the principal place of 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 register, in whose office it shall be filed, and under his official seal shall be filed and recorded in like manner in the office of the register of every such county.

How certified, and when to be recorded, in different counties.

Affidavit, as to moneys paid in.

SEC. 7. 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 the sums specified in the certificate to have been contributed by each of the special partners, to the common stock, and to have been actually, and in good faith, paid in cash.

Partnership, when formed and the effect of false statements.

SEC. 8. 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 statement 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.

Publication, under whose direction, when made, and consequence of neglect.

SEC. 9. The partners shall publish the terms of the partnership, when registered, for at least six weeks immediately after such registering, in a newspaper published in the county where the principal business of the partnership shall be carried on, if there be one published in that county, if not, then in a newspaper in the Territory nearest to the said principal place of business, to be designated by the register of deeds of the county in which said registry shall be made, and if such publication be not made, the partnership shall be deemed general.

Affidavit of publication, and its effect.

SEC. 10. Affidavit of the publication of such notice, by the printers of the newspaper in which the same

shall be published, may be filed with the register of deeds, in the county where the principal business of the partnership may be carried on, and shall be evidence of the facts therein contained.

SEC. 11. 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.

Renewal, or continuance, and what is required herein.

SEC. 12. Every alteration 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 any such alteration shall have been made, shall be deemed a general partnership; unless renewed as a special partnership according to the provisions of the last section.

Alteration of names, business, or capital and the effect thereof.

SEC. 13. 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.

Names to be used in business transactions.

SEC. 14. 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 were no special partners.

Style of suits.

SEC. 15. No part of the sum, which any special partner shall have contributed to the capital stock, shall be liable for any debts previously contracted by the general partners, nor shall any part of such sum be withdrawn by him, or paid, or transferred to him, in the shape of 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 profit shall remain to be divided, he may also receive his portion of such profits.

Special partners, extent of their liabilities,—and their privileges.

Interest and profits.

SEC. 16. If it shall appear, that by the payment of interest, or profits, to any special partner, the original

Reduction of capital, prohibited.

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 partners, their special privileges and liabilities.

SEC. 17. 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.

Partners to account to each other.

SEC. 18. The general partners shall be liable to account to each other, and to the special partners for the management of their concerns, both in law and in equity, as other partners now are by law.

Fraud and consequent damages.

SEC. 19. 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.

fer, in contemplation of insolvency, &c.

SEC. 20. Every sale, assignment, or transfer, of any of the property, or effects of such partnership, when insolvent, 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 partnership, and every judgment confessed, lien enacted, 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.

Judg'ts, liens, &c., when void.

SEC. 21. Every such sale, assignment or transfer of any of the property, or effects of the 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 the creditor of the partnership, and every judgment confessed, lien enacted, or security given, by any such partner under the like circumstances shall be void, as against the creditors of the partnership.

Preference of creditors, prohibited.

SEC. 22. 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.

Liabilities thus incurred.

SEC. 23. In 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. Creditors to be first satisfied.

SEC. 24. No dissolution of such partnership, by the acts of the parties, shall take place, previous to the time specified in the certificate of its formation, or in the certificate of its renewal, until a notice of such dissolution shall have been filed, and recorded, in the register's office, in which the original certificate was recorded, and published once in each week, for four weeks, in a newspaper published, as is provided for in the ninth section of this act. Notice of dissolution to be recorded, where and how long, published.

APPROVED, January 25, 1839.

PENITENTIARY.

AN ACT to provide for the erection of a Penitentiary, and establishing and regulating Prison Discipline for the same.

SEC. 1. *Be it enacted by the Council and House of Representatives of the Territory of Iowa,* That a Penitentiary, of sufficient capacity to receive, secure, and employ one hundred and thirty-six convicts, to be confined in separate cells at night, shall be erected, at or near the place hereinafter designated, for the confinement and employment of persons sentenced to imprisonment and hard labor in the Penitentiary of said Territory, or State: *Provided,* That said Penitentiary shall be constructed on such a scale that in the estimation of the directors it can be fully completed for a sum not exceeding forty thousand dollars, exclusive of the labor of the convicts: *Provided,* That said directors shall lay a full and complete plan of said buildings and estimate in detail of the cost of erecting said buildings, before the Legislative Assembly, in the first week of their next session. Capacity to employ, &c., 136 convicts. Separate cells. Scale and cost of building, plan and estimate thereof, when and to whom submitted.

SEC. 2. There shall be elected, by joint ballot of the Council and House of Representatives of the Territory of Iowa, three directors of the Penitentiary hereby authorized to be built, and under the direction of a majority of them, the erection of the Penitentiary shall be conducted and prosecuted. They shall severally take an oath or affirmation faithfully to discharge the duties required of them. Of the three directors, to be elected by this General Assembly, the first elected shall hold his office for the term of three years, the second for the term of two years, and the third for the term of one year, and after the Directors, their number, and how elected. Directors' oath and tenure of office.