

**§1373. Dissociation as general partner**

A person is dissociated from a limited partnership as a general partner upon the occurrence of any of the following events: [PL 2005, c. 543, Pt. C, §2 (NEW).]

**1. Notice of express will to withdraw.** The limited partnership's having notice of the person's express will to withdraw as a general partner or on a later date specified by the person; [PL 2005, c. 543, Pt. C, §2 (NEW).]

**2. Event in partnership agreement.** An event agreed to in the partnership agreement as causing the person's dissociation as a general partner; [PL 2005, c. 543, Pt. C, §2 (NEW).]

**3. Expulsion pursuant to partnership agreement.** The person's expulsion as a general partner pursuant to the partnership agreement; [PL 2005, c. 543, Pt. C, §2 (NEW).]

**4. Expulsion by unanimous consent.** The person's expulsion as a general partner by the unanimous consent of the other partners if:

A. It is unlawful to carry on the limited partnership's activities with the person as a general partner; [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. There has been a transfer of all or substantially all of the person's transferable interest in the limited partnership, other than a transfer for security purposes, or a court order charging the person's interest, that has not been foreclosed; [PL 2005, c. 543, Pt. C, §2 (NEW).]

C. The person is a corporation and, within 90 days after the limited partnership notifies the person that it will be expelled as a general partner because it has filed a certificate of dissolution or the equivalent, its charter has been revoked or its right to conduct business has been suspended by the jurisdiction of its incorporation, there is no revocation of the certificate of dissolution or no reinstatement of its charter or its right to conduct business; or [PL 2005, c. 543, Pt. C, §2 (NEW).]

D. The person is a limited liability company or partnership that has been dissolved and whose business is being wound up; [PL 2005, c. 543, Pt. C, §2 (NEW).]  
[PL 2005, c. 543, Pt. C, §2 (NEW).]

**5. Expulsion upon judicial determination.** On application by the limited partnership, the person's expulsion as a general partner by judicial determination because:

A. The person engaged in wrongful conduct that adversely and materially affected the limited partnership's activities; [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. The person willfully or persistently committed a material breach of the partnership agreement or of a duty owed to the partnership or the other partners under section 1358; or [PL 2005, c. 543, Pt. C, §2 (NEW).]

C. The person engaged in conduct relating to the limited partnership's activities which makes it not reasonably practicable to carry on the activities of the limited partnership with the person as a general partner; [PL 2005, c. 543, Pt. C, §2 (NEW).]  
[PL 2005, c. 543, Pt. C, §2 (NEW).]

**6. Bankruptcy; execution of assignment; appointment of trustee, receiver or liquidator.** The person's:

A. Becoming a debtor in bankruptcy; [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. Execution of an assignment for the benefit of creditors; [PL 2005, c. 543, Pt. C, §2 (NEW).]

C. Seeking, consenting to or acquiescing in the appointment of a trustee, receiver or liquidator of the person or of all or substantially all of the person's property; or [PL 2005, c. 543, Pt. C, §2 (NEW).]

D. Failure, within 90 days after the appointment, to have vacated or stayed the appointment of a trustee, receiver or liquidator of the general partner or of all or substantially all of the person's property obtained without the person's consent or acquiescence, or failing within 90 days after the expiration of a stay to have the appointment vacated; [PL 2005, c. 543, Pt. C, §2 (NEW).]  
[PL 2005, c. 543, Pt. C, §2 (NEW).]

**7. Death; appointment of guardian or conservator; judicial determination.** In the case of a person who is an individual:

A. The person's death; [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. The appointment of a guardian or general conservator for the person; or [PL 2005, c. 543, Pt. C, §2 (NEW).]

C. A judicial determination that the person has otherwise become incapable of performing the person's duties as a general partner under the partnership agreement; [PL 2005, c. 543, Pt. C, §2 (NEW).]  
[PL 2005, c. 543, Pt. C, §2 (NEW).]

**8. Distribution of trust's interest.** In the case of a person that is a trust or is acting as a general partner by virtue of being a trustee of a trust, distribution of the trust's entire transferable interest in the limited partnership, but not merely by reason of the substitution of a successor trustee;  
[PL 2005, c. 543, Pt. C, §2 (NEW).]

**9. Distribution of estate's interest.** In the case of a person that is an estate or is acting as a general partner by virtue of being a personal representative of an estate, distribution of the estate's entire transferable interest in the limited partnership, but not merely by reason of the substitution of a successor personal representative;  
[PL 2005, c. 543, Pt. C, §2 (NEW).]

**10. Termination of general partner.** Termination of a general partner that is not an individual, partnership, limited liability company, corporation, trust or estate; or  
[PL 2005, c. 543, Pt. C, §2 (NEW).]

**11. Conversion or merger.** The limited partnership's participation in a conversion or merger under subchapter 11, if the limited partnership:

A. Is not the converted or surviving entity; or [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. Is the converted or surviving entity but, as a result of the conversion or merger, the person ceases to be a general partner. [PL 2005, c. 543, Pt. C, §2 (NEW).]  
[PL 2005, c. 543, Pt. C, §2 (NEW).]

## SECTION HISTORY

PL 2005, c. 543, §C2 (NEW).

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