

DISTRICT OF COLUMBIA
OFFICIAL CODE

TITLE 29.
BUSINESS ORGANIZATIONS.

CHAPTER 7.
LIMITED PARTNERSHIPS.

2001 Edition

DISTRICT OF COLUMBIA OFFICIAL CODE

CHAPTER 7. LIMITED PARTNERSHIPS.

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Subchapter XI. Transition Provisions.

- § 29-711.01. Application to existing relationships.

CHAPTER 7. LIMITED PARTNERSHIPS.

Refs & Annos

Jurisdiction	Laws	Effective Date	Statutory Citation
Alabama	2009, 2009-621	1-1-2010	Code 1975, §§ 10A-9-1.01 to 10A-9-12.08.
Arkansas	2007, No. 15	9-1-2007	A.C.A. §§ 4-47-101 to 4-47-1302.
California [FN4]	2006, c. 495	1-1-2008	West's Ann. Cal. Corp. Code §§ 15900 to 15912.07.
District of Columbia	2011, 18-378	7-2-2011	DC Code §§ 29.701.01 to 29.711.01.
Florida	2005, c. 2005-267	1-1-2006	West's F.S.A. §§ 620.1101 to 620.2205.
Hawaii	2003, c. 210	7-1-2004	H.R.S. §§ 425E-101 to 425E-1206.
Idaho	2006, c. 144	7-1-2006	I.C. §§ 53-2-101 to 53-2-1205.
Illinois	2004, c. 93-967	1-1-2005	S.H.A. 805 ILCS 215/0.01 to 215/1402.
Iowa	2004, c. 1021	1-1-2005	I.C.A. §§ 488.101 to 488.1207.
Kentucky [FN2]	2006, c. 149	7-12-2006	KRS 362.2-102 to 362.2-1207.
Maine [FN3]	2006, c. 543	7-1-2007	31 M.R.S.A. §§ 1301 to 1461.
Minnesota [FN1]	2004, c. 199	5-15-2004	M.S.A. §§ 321.0101 to 321.1208.
Montana	2011, c. 216	[FN*] 10-1-2011	MCA §§ 35-12-501 to 35-12-1522.
Nevada	2007, c. 146	5-29-2007	N.R.S. 87A.010 to 87A.700.
New Mexico	2007, c. 129	[FN*] 1-1-2008	NMSA 1978, §§ 54-2A-101 to 54-2A-1206.
North Dakota	2005, c. 384	7-1-2005	NDCC 45-10.2-01 to 45-10.2-117.
Oklahoma	2010, c. 384	1-1-2011	54 Okl.Stat. Ann. §§ 500-101A to 500-1207A.
Utah	2011, c. 353	7-1-2012	UCA §§ 48-2d-101 to 48-2d-1205.
Washington	2009, c. 188	1-1-2010	West's RCWA 25.10.006 to 25.10.926.

[FN*] Approval date.

[FN1] Enacted the Uniform Limited Partnership Act (2001), and repeals the Revised Limited Partnership Act (1976) effective January 1, 2007 without repealing the 1916 Limited Partnership Act.

[FN2] Enacted the Uniform Limited Partnership Act (2001), and withdrew a prospective repeal of the Revised Limited Partnership Act (1976).

[FN3] Enacts the Uniform Limited Partnership Act (2001), and repeals the Revised Limited Partnership Act (1976) effective July 1, 2007.

[FN4] Enacts the Uniform Limited Partnership Act (2001) operative January 1, 2008, and repeals the Revised Limited Partnership Act (1976) effective January 1, 2010.

SUBCHAPTER I. GENERAL PROVISIONS.

§ 29-701.01. SHORT TITLE.

This chapter may be cited as the "Uniform Limited Partnership Act of 2010".

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

This section is based on § 101 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-701.02. DEFINITIONS.

For the purposes of this chapter, the term:

- (1) "Certificate of limited partnership" means the certificate required by § 29-702.01. The term includes the certificate as amended or restated.
- (2) "Contribution", except in the phrase "right of contribution", means any benefit provided by a person to a limited partnership to become a partner or in the person's capacity as a partner.
- (3) "Distribution" means a transfer of money or other property from a limited partnership to a partner in the partner's capacity as a partner or to a transferee on account of a transferable interest owned by the transferee.
- (4) "Foreign limited liability limited partnership" means a foreign limited partnership whose general partners have limited liability for the obligations of the foreign limited partnership under a provision similar to § 29-704.04(c).
- (5) "Foreign limited partnership" means a partnership formed under the laws of a jurisdiction other than the District and required by those laws to have one or more general partners and one or more limited partners. The term includes a foreign limited liability limited partnership.
- (6) "General partner" means:
 - (A) With respect to a limited partnership, a person that:
 - (i) Becomes a general partner under § 29-704.01; or
 - (ii) Was a general partner in a limited partnership when the limited partnership became subject to this chapter under § 29-711.01(a) or (b); and
 - (B) With respect to a foreign limited partnership, a person that has rights, powers, and obligations similar to those of a general partner in a limited partnership.
- (7) "Limited liability limited partnership", except in the phrase "foreign limited liability limited partnership", means a limited partnership whose certificate of limited partnership states that the limited partnership is a limited liability limited partnership.
- (8) "Limited partner" means:
 - (A) With respect to a limited partnership, a person that:
 - (i) Becomes a limited partner under § 29-703.01; or
 - (ii) Was a limited partner in a limited partnership when the limited partnership became subject to this chapter under § 29-711.01(a) or (b); and
 - (B) With respect to a foreign limited partnership, a person that has rights, powers, and obligations similar to those of a limited partner in a limited partnership.
- (9) "Limited partnership", except in the phrases "foreign limited partnership" and "foreign limited liability limited partnership", or "domestic limited partnership", means an entity, having one or more general partners and one or more limited partners, which is formed under this chapter by 2 or more persons or becomes subject to this chapter under subchapter X of this chapter, Chapter 2 of this title, or § 29-711.01(a) or (b). The term includes a limited liability limited partnership.
- (10) "Partner" means a limited partner or general partner.
- (11) "Partnership agreement" means the partners' agreement, whether oral, implied, in a record, or in any combination, concerning the limited partnership. The term includes the agreement as amended.
- (12) "Person dissociated as a general partner" means a person dissociated as a general partner of a limited partnership.
- (13) "Required information" means the information that a limited partnership is required to maintain under § 29-701.08.
- (14) "Transferee" means a person to which all or part of a transferable interest has been transferred, whether or not the transferor is a partner.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

This section is based on § 102 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-701.03. KNOWLEDGE AND NOTICE.

- (a) A person knows a fact if the person has actual knowledge of it.
- (b) A person has notice of a fact if the person:
 - (1) Knows of it;
 - (2) Has received a notification of it;
 - (3) Has reason to know it exists from all of the facts known to the person at the time in question; or
 - (4) Has notice of it under subsection (c) or (d) of this section.
- (c) A certificate of limited partnership on file in the office of the Mayor shall be notice that the partnership is a limited partnership and the persons designated in the certificate as general partners are general partners. Except as otherwise provided in subsection (d) of this section, the certificate shall not be notice of any other fact.
- (d) A person has notice of:
 - (1) Another person's dissociation as a general partner, 90 days after the effective date of an amendment to the certificate of limited partnership which states that the other person has dissociated or 90 days after the effective date of a statement of dissociation pertaining to the other person, whichever occurs first;
 - (2) A limited partnership's dissolution, 90 days after the effective date of an amendment to the certificate of limited partnership stating that the limited partnership is dissolved;
 - (3) A limited partnership's termination, 90 days after the effective date of a statement of termination;
 - (4) A limited partnership's conversion or domestication under Chapter 2 of this title, 90 days after the effective date of the statement of conversion or domestication;
 - (5) A merger under subchapter X of this chapter, 90 days after the effective date of the articles of merger; and
 - (6) A merger or interest exchange under Chapter 2 of this title, 90 days after the effective date of the statement of merger or interest exchange.
- (e) A person notifies or gives a notification to another person by taking steps reasonably required to inform the other person in ordinary course, whether or not the other person learns of it.
- (f) A person receives a notification when the notification:
 - (1) Comes to the person's attention; or
 - (2) Is delivered at the person's place of business or at any other place held out by the person as a place for receiving communications.
- (g) Except as otherwise provided in subsection (h) of this section, a person other than an individual knows, has notice, or receives a notification of a fact for purposes of a particular transaction when the individual conducting the transaction for the person knows, has notice, or receives a notification of the fact, or in any event when the fact would have been brought to the individual's attention if the person had exercised reasonable diligence. A person other than an individual exercises reasonable diligence if it maintains reasonable routines for communicating significant information to the individual conducting the transaction for the person and there is reasonable compliance with the routines. Reasonable diligence shall not require an individual acting for the person to communicate information unless the communication is part of the individual's regular duties or the individual has reason to know of the transaction and that the transaction would be materially affected by the information.
- (h) A general partner's knowledge, notice, or receipt of a notification of a fact relating to the limited partnership shall be effective immediately as knowledge of, notice to, or receipt of a notification by the limited partnership, except in the case of a fraud on the limited partnership committed by or with the consent of the general partner. A limited partner's knowledge, notice, or receipt of a notification of a fact relating to the limited partnership shall not be effective as knowledge of, notice to, or receipt of a notification by the limited partnership.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 103 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-701.04. NATURE, PURPOSE, AND DURATION OF ENTITY.

(a) A limited partnership is an entity distinct from its partners. A limited partnership is the same entity regardless of whether its certificate states that the limited partnership is a limited liability limited partnership.

(b) A limited partnership may be organized under this chapter for any lawful purpose.

(c) A limited partnership shall have a perpetual duration.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 104 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-701.05. POWERS.

A limited partnership shall have the powers to do all things necessary or convenient to carry on its activities, including the power to sue, be sued, and defend in its own name and to maintain an action against a partner for harm caused to the limited partnership by a breach of the partnership agreement or violation of a duty to the partnership.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 105 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-701.06. GOVERNING LAW.

The law of the District shall govern relations among the partners of a limited partnership and between the partners and the limited partnership and the liability of partners as partners for an obligation of the limited partnership.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 106 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-701.07. EFFECT OF PARTNERSHIP AGREEMENT; NONWAIVABLE PROVISIONS.

(a) Except as otherwise provided in subsection (b) of this section , the partnership agreement shall govern relations among the partners and between the partners and the partnership. To the extent the partnership agreement does not otherwise provide, this chapter shall govern relations among the partners and between the partners and the partnership.

(b) A partnership agreement shall not:

- (1) Vary a limited partnership's power under § 29-701.05 to sue, be sued, and defend in its own name;
- (2) Vary the law applicable to a limited partnership under § 29-701.06;
- (3) Vary the requirements of § 29-702.04;
- (4) Vary the information required under § 29-701.08 or unreasonably restrict the right to information under § 29-703.04 or § 29-704.07, but the partnership agreement may impose reasonable restrictions on the availability and use of information obtained under those sections and may define appropriate remedies, including liquidated damages, for a breach of any reasonable restriction on use;
- (5) Eliminate the duty of loyalty under § 29-704.08, but the partnership agreement may:
 - (A) Identify specific types or categories of activities that do not violate the duty of loyalty, if not manifestly unreasonable; and
 - (B) Specify the number or percentage of partners which may authorize or ratify, after full disclosure to all partners of all material facts, a specific act or transaction that otherwise would violate the duty of loyalty;
- (6) Unreasonably reduce the duty of care under § 29-704.08(c);
- (7) Eliminate the obligation of good faith and fair dealing under §§ 29- 703.05(b) and 29-704.08(d), but the partnership agreement may prescribe the standards by which the performance of the obligation is to be measured, if the standards are not manifestly unreasonable;
- (8) Vary the power of a person to dissociate as a general partner under § 29-706.04(a), except to require that the notice under § 29-706.03(1) be in a record;
- (9) Vary the power of a court to decree dissolution in the circumstances specified in § 29-708.02;
- (10) Vary the requirement to wind up the partnership's business as specified in § 29-708.03;
- (11) Unreasonably restrict the right to maintain an action under subchapter IX of this chapter;
- (12) Restrict the right of a partner:
 - (A) Under § 29-710.06(a) to approve a merger; or
 - (B) Under Chapter 2 of this title to approve a merger, interest exchange, conversion, or domestication;
- (13) Restrict the right of a general partner under § 29-710.06(b) to consent to an amendment to the certificate of limited partnership which deletes a statement that the limited partnership is a limited liability limited partnership; or
- (14) Restrict rights under this chapter of a person other than a partner or a transferee.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 110 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-701.08. REQUIRED INFORMATION.

A limited partnership shall maintain at its principal office the following information:

- (1) A current list in a record showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order;
- (2) A copy of the initial certificate of limited partnership and all amendments to and restatements of the certificate, together with signed copies of any powers of attorney under which any certificate, amendment, or restatement has been signed;
- (3) A copy of any articles of merger filed under subchapter X of this chapter and of any statement of merger, interest exchange, conversion, or domestication filed under Chapter 2 of this title;

- (4) A copy of the limited partnership's federal, state, and local income tax returns and reports, if any, for the 3 most recent years;
- (5) A copy of any partnership agreement made in a record and any amendment made in a record to any partnership agreement;
- (6) A copy of any financial statement of the limited partnership for the 3 most recent years;
- (7) A copy of the 3 most recent biennial reports delivered by the limited partnership to the Mayor pursuant to § 29-102.11;
- (8) A copy of any record made by the limited partnership during the past 3 years of any consent given by or vote taken of any partner pursuant to this chapter or the partnership agreement; and
- (9) Unless contained in a partnership agreement made in a record, a record stating:
 - (A) The amount of cash, and a description and statement of the agreed value of the other benefits, contributed and agreed to be contributed by each partner;
 - (B) The times at which, or events on the happening of which, any additional contributions agreed to be made by each partner are to be made;
 - (C) For any person that is both a general partner and a limited partner, a specification of what transferable interest the person owns in each capacity; and
 - (D) Any events upon the happening of which the limited partnership is to be dissolved and its activities wound up.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 111 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-701.09. BUSINESS TRANSACTIONS OF PARTNER WITH PARTNERSHIP.

A partner may lend money to and do other business with the limited partnership and has the same rights and obligations with respect to the loan or other transaction as a person that is not a partner.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 112 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-701.10. DUAL CAPACITY.

A person may be both a general partner and a limited partner. A person that is both a general and limited partner shall have the rights, powers, duties, and obligations provided by this chapter and the partnership agreement in each of those capacities. When the person acts as a general partner, the person shall be subject to the obligations, duties, and restrictions under this chapter and the partnership agreement for general partners. When the person acts as a limited partner, the person shall be subject to the obligations, duties, and restrictions under this chapter and the partnership agreement for limited partners.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

This section is based on § 113 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-701.11. CONSENT AND PROXIES OF PARTNERS.

Action requiring the consent of partners under this chapter may be taken without a meeting, and a partner may appoint a proxy to consent or otherwise act for the partner by signing an appointment record, either personally or by the partner's attorney in fact.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 118 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

SUBCHAPTER II. FORMATION; CERTIFICATE OF LIMITED PARTNERSHIP AND OTHER FILINGS.

§ 29-702.01. FORMATION OF LIMITED PARTNERSHIP; CERTIFICATE OF LIMITED PARTNERSHIP.

(a) In order for a limited partnership to be formed, a certificate of limited partnership shall be delivered to the Mayor for filing. The certificate shall state:

- (1) The name of the limited partnership, which shall comply with §§ 29- 103.01 and 29-103.02(d);
- (2) The information required by § 29-104.04;
- (3) The name and the street and mailing address of each general partner;
- (4) Whether the limited partnership is a limited liability limited partnership; and
- (5) Any additional information required by subchapter X of this chapter.

(b) A certificate of limited partnership may also contain any other matters but may not vary or otherwise affect the provisions specified in § 29-701.07(b) in a manner inconsistent with that section.

(c) If there has been substantial compliance with subsection (a) of this section , subject to subchapter II of Chapter 1 of this title, a limited partnership shall be formed when the Mayor files the certificate of limited partnership.

(d) Subject to subsection (b) of this section, if any provision of a partnership agreement is inconsistent with the filed certificate of limited partnership, or with a filed statement of dissociation, termination, or change, or with filed articles of merger, or with a statement of merger, interest exchange, conversion, or domestication filed under Chapter 2 of this title:

- (1) The partnership agreement shall prevail as to partners and transferees; and
- (2) The filed document shall prevail as to persons, other than partners and transferees, that reasonably rely on the filed record to their detriment.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 201 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-702.02. AMENDMENT OR RESTATEMENT OF CERTIFICATE.

(a) To amend its certificate of limited partnership, a limited partnership shall deliver to the Mayor for filing an amendment stating:

- (1) The name of the limited partnership;
- (2) The date of filing of its initial certificate; and
- (3) The changes the amendment makes to the certificate as most recently amended or restated.

(b) A limited partnership shall promptly deliver to the Mayor for filing an amendment to a certificate of limited partnership to reflect the:

- (1) Admission of a new general partner;
- (2) Dissociation of a person as a general partner; or
- (3) Appointment of a person to wind up the limited partnership's activities under § 29-708.03(c) or (d).

(c) A general partner that knows that any information in a filed certificate of limited partnership was false when the certificate was filed or has become false due to changed circumstances shall promptly:

- (1) Cause the certificate to be amended; or
- (2) If appropriate, deliver to the Mayor for filing a statement of correction pursuant to § 29-102.05 or § 29-104.07.

(d) A certificate of limited partnership may be amended at any time for any other proper purpose as determined by the limited partnership.

(e) A restated certificate of limited partnership may be delivered to the Mayor for filing in the same manner as an amendment.

(f) Subject to § 29-102.03, an amendment or restated certificate shall be effective when filed by the Mayor.

(g) A certificate of limited partnership may also be amended by filing articles of merger under subchapter X of this chapter or a statement of merger, interest exchange, conversion, or domestication under Chapter 2 of this title.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 202 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-702.03. STATEMENT OF TERMINATION.

A dissolved limited partnership that has completed winding up may deliver to the Mayor for filing a statement of termination that states:

- (1) The name of the limited partnership;
- (2) The date of filing of its initial certificate of limited partnership; and
- (3) Any other information as determined by the general partners filing the statement or by a person appointed pursuant to § 29-708.03(c) or (d).

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 203 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-702.04. SIGNING OF RECORDS.

(a) Each record delivered to the Mayor for filing pursuant to this chapter shall be signed in the following manner:

- (1) An initial certificate of limited partnership shall be signed by all general partners listed in the certificate.
 - (2) An amendment adding or deleting a statement that the limited partnership is a limited liability limited partnership shall be signed by all general partners listed in the certificate.
 - (3) An amendment designating as general partner a person admitted under § 29-708.01(3)(B) following the dissociation of a limited partnership's last general partner shall be signed by that person.
 - (4) An amendment required by § 29-708.03(c) following the appointment of a person to wind up the dissolved limited partnership's activities shall be signed by that person.
 - (5) Any other amendment shall be signed by:
 - (A) At least one general partner listed in the certificate;
 - (B) Each other person designated in the amendment as a new general partner; and
 - (C) Each person that the amendment indicates has dissociated as a general partner, unless:
 - (i) The person is deceased or a guardian or general conservator has been appointed for the person and the amendment so states; or
 - (ii) The person has previously delivered to the Mayor for filing a statement of dissociation.
 - (6) A restated certificate of limited partnership shall be signed by at least one general partner listed in the certificate, and, to the extent the restated certificate effects a change under any other paragraph of this subsection, the certificate shall be signed in a manner that satisfies that paragraph.
 - (7) A statement of termination shall be signed by all general partners listed in the certificate or, if the certificate of a dissolved limited partnership lists no general partners, by the person appointed pursuant to § 29-708.03(c) or (d) to wind up the dissolved limited partnership's activities.
 - (8) Articles of merger shall be signed as provided in § 29-710.04(a).
 - (9) Any other record delivered on behalf of a limited partnership to the Mayor for filing shall be signed by at least one general partner listed in the certificate.
 - (10) A statement by a person pursuant to § 29-706.05(a)(4) stating that the person has dissociated as a general partner shall be signed by that person.
 - (11) A statement of withdrawal by a person pursuant to § 29-703.06 shall be signed by that person.
 - (12) A record delivered on behalf of a foreign limited partnership to the Mayor for filing shall be signed by at least one general partner of the foreign limited partnership.
 - (13) Any other record delivered on behalf of any person to the Mayor for filing shall be signed by that person.
- (b) Any person may sign by an attorney in fact any record to be filed pursuant to this chapter.
- (c) Each record delivered to the Mayor for filing pursuant to Chapter 2 of this title shall be signed by each general partner listed in the certificate of limited partnership.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 204 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-702.05. SIGNING AND FILING PURSUANT TO JUDICIAL ORDER.

- (a) If a person required by this chapter to sign a record or deliver a record to the Mayor for filing does not do so, any other person that is aggrieved may petition the Superior Court to order:
- (1) The person to sign the record;
 - (2) Deliver the record to the Mayor for filing; or
 - (3) The Mayor to file the record unsigned.
- (b) If the person aggrieved under subsection (a) of this section is not the limited partnership or foreign limited partnership to which the record pertains, the aggrieved person shall make the limited partnership or foreign limited partnership a party to the action. A person aggrieved under subsection (a) of this section may seek the remedies provided in subsection (a) of this section in the same action in combination or in

the alternative.

(c) A record filed unsigned pursuant to this section shall be effective without being signed.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 205 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-702.06. LIABILITY FOR FALSE INFORMATION IN FILED RECORD.

(a) If a record delivered to the Mayor for filing under this chapter and filed by the Mayor contains false information, a person that suffers loss by reliance on the information may recover damages for the loss from:

(1) A person that signed the record, or caused another to sign it on the person's behalf, and knew the information to be false at the time the record was signed; and

(2) A general partner that has notice that the information was false when the record was filed or has become false because of changed circumstances, if the general partner has notice for a reasonably sufficient time before the information is relied upon to enable the general partner to effect an amendment under § 29-702.02, file a petition pursuant to § 29-702.05, or deliver to the Mayor for filing a statement of change pursuant to § 29-104.07 or a statement of correction pursuant to § 29-102.05.

(b) Signing a record authorized or required to be filed under this chapter shall constitute an affirmation under the penalties of perjury that the facts stated in the record are true.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 208 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

SUBCHAPTER III. LIMITED PARTNERS.

§ 29-703.01. BECOMING LIMITED PARTNER.

A person becomes a limited partner:

(1) As provided in the partnership agreement;

(2) As the result of a merger under subchapter X of this chapter or a transaction under Chapter 2 of this title; or

(3) With the consent of all the partners.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 301 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-703.02. NO RIGHT OR POWER AS LIMITED PARTNER TO BIND

LIMITED PARTNERSHIP.

A limited partner shall not have the right or the power as a limited partner to act for or bind the limited partnership.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 302 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-703.03. NO LIABILITY AS LIMITED PARTNER FOR LIMITED PARTNERSHIP OBLIGATIONS.

An obligation of a limited partnership, whether arising in contract, tort, or otherwise, shall not be the obligation of a limited partner. A limited partner shall not be personally liable, directly or indirectly, by way of contribution or otherwise, for an obligation of the limited partnership solely by reason of being a limited partner, even if the limited partner participates in the management and control of the limited partnership.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 303 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-703.04. RIGHT OF LIMITED PARTNER AND FORMER LIMITED PARTNER TO INFORMATION.

(a) On 10 days' demand, made in a record received by the limited partnership, a limited partner may inspect and copy required information during regular business hours in the limited partnership's principal office. The limited partner need not have any particular purpose for seeking the information.

(b) During regular business hours and at a reasonable location specified by the limited partnership, a limited partner may obtain from the limited partnership and inspect and copy true and full information regarding the state of the activities and financial condition of the limited partnership and other information regarding the activities of the limited partnership as is just and reasonable if:

- (1) The limited partner seeks the information for a purpose reasonably related to the partner's interest as a limited partner;
- (2) The limited partner makes a demand in a record received by the limited partnership, describing with reasonable particularity the information sought and the purpose for seeking the information; and
- (3) The information sought is directly connected to the limited partner's purpose.

(c) Within 10 days after receiving a demand pursuant to subsection (b) of this section, the limited partnership in a record shall inform the limited partner that made the demand:

- (1) What information the limited partnership will provide in response to the demand;
- (2) When and where the limited partnership will provide the information; and
- (3) If the limited partnership declines to provide any demanded information, the limited partnership's reasons for declining.

(d) Subject to subsection (f) of this section, a person dissociated as a limited partner may inspect and copy required information during regular business hours in the limited partnership's principal office if:

- (1) The information pertains to the period during which the person was a limited partner;
- (2) The person seeks the information in good faith; and
- (3) The person meets the requirements of subsection (b) of this section.

(e) The limited partnership shall respond to a demand made pursuant to subsection (d) of this section in the same manner as provided in subsection (c) of this section.

(f) If a limited partner dies, § 29-707.04 shall apply.

(g) A limited partnership may impose reasonable restrictions on the use of information obtained under this section. In a dispute concerning the reasonableness of a restriction under this subsection, the limited partnership shall have the burden of proving reasonableness.

(h) A limited partnership may charge a person that makes a demand under this section reasonable costs of copying, limited to the costs of labor and material.

(i) Whenever this chapter or a partnership agreement provides for a limited partner to give or withhold consent to a matter, before the consent is given or withheld, the limited partnership shall, without demand, provide the limited partner with all information material to the limited partner's decision that the limited partnership knows.

(j) A limited partner or person dissociated as a limited partner may exercise the rights under this section through an attorney or other agent. Any restriction imposed under subsection (g) of this section or by the partnership agreement shall apply both to the attorney or other agent and to the limited partner or person dissociated as a limited partner.

(k) The rights stated in this section shall not extend to a person as transferee, but may be exercised by the legal representative of an individual under legal disability who is a limited partner or person dissociated as a limited partner.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 304 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-703.05. LIMITED DUTIES OF LIMITED PARTNERS.

(a) A limited partner shall not have any fiduciary duty to the limited partnership or to any other partner solely by reason of being a limited partner.

(b) A limited partner shall discharge the duties to the partnership and the other partners under this chapter or under the partnership agreement and exercise any rights consistently with the obligation of good faith and fair dealing.

(c) A limited partner shall not violate a duty or obligation under this chapter or under the partnership agreement merely because the limited partner's conduct furthers the limited partner's own interest.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 305 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-703.06. PERSON ERRONEOUSLY BELIEVING SELF TO BE LIMITED PARTNER.

(a) Except as otherwise provided in subsection (b) of this section, a person that makes an investment in a business enterprise and erroneously but in good faith believes that the person has become a limited partner in the enterprise shall not be liable for the enterprise's obligations by reason of making the investment, receiving distributions from the enterprise, or exercising any rights of or appropriate to a limited partner, if, on ascertaining the mistake, the person:

(1) Causes an appropriate certificate of limited partnership, amendment, or statement of correction to be signed and delivered to the Mayor for filing; or

(2) Withdraws from future participation as an owner in the enterprise by signing and delivering to the Mayor for filing a statement of withdrawal under this section.

(b) A person that makes an investment described in subsection (a) of this section shall be liable to the same extent as a general partner to any third party that enters into a transaction with the enterprise, believing in good faith that the person is a general partner, before the Mayor files a statement of withdrawal, certificate of limited partnership, amendment, or statement of correction to show that the person is not a general partner.

(c) If a person makes a diligent effort in good faith to comply with subsection (a)(1) of this section and is unable to cause the appropriate certificate of limited partnership, amendment, or statement of correction to be signed and delivered to the Mayor for filing, the person shall have the right to withdraw from the enterprise pursuant to subsection (a)(2) of this section even if the withdrawal would otherwise breach an agreement with others that are or have agreed to become co-owners of the enterprise.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 306 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

SUBCHAPTER IV. GENERAL PARTNERS.

§ 29-704.01. BECOMING GENERAL PARTNER.

A person becomes a general partner:

- (1) As provided in the partnership agreement:
- (2) Under § 29-708.01(3)(B) following the dissociation of a limited partnership's last general partner;
- (3) As the result of a merger under subchapter X of this chapter or a transaction under Chapter 2 of this title; or
- (4) With the consent of all the partners.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 401 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-704.02. GENERAL PARTNER AGENT OF LIMITED PARTNERSHIP.

(a) Each general partner shall be an agent of the limited partnership for the purposes of its activities.

(b) An act of a general partner, including the signing of a record in the partnership's name, for apparently carrying on in the ordinary course the limited partnership's activities or activities of the kind carried on by the limited partnership shall bind the limited partnership, unless the general partner did not have authority to act for the limited partnership in the particular matter and the person with which the general partner was dealing knew, had received a notification, or had notice under § 29-701.03(d) that the general partner lacked authority.

(c) An act of a general partner which is not apparently for carrying on in the ordinary course the limited partnership's activities or activities of the kind carried on by the limited partnership shall bind the limited partnership only if the act was actually authorized by all the other partners.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 402 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-704.03. LIMITED PARTNERSHIP LIABLE FOR GENERAL PARTNER'S ACTIONABLE CONDUCT.

(a) A limited partnership shall be liable for loss or injury caused to a person, or for a penalty incurred, as a result of a wrongful act or omission, or other actionable conduct, of a general partner acting in the ordinary course of activities of the limited partnership or with authority of the limited partnership.

(b) If, in the course of the limited partnership's activities or while acting with authority of the limited partnership, a general partner receives or causes the limited partnership to receive money or property of a person not a partner, and the money or property is misapplied by a general partner, the limited partnership shall be liable for the loss.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 403 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-704.04. GENERAL PARTNER'S LIABILITY.

(a) Except as otherwise provided in subsections (b) and (c) of this section, all general partners shall be liable jointly and severally for all obligations of the limited partnership unless otherwise agreed by the claimant or provided by law.

(b) A person that becomes a general partner of an existing limited partnership shall not be personally liable for an obligation of a limited partnership incurred before the person became a general partner.

(c) An obligation of a limited partnership incurred while the limited partnership is a limited liability limited partnership, whether arising in contract, tort, or otherwise, shall be solely the obligation of the limited partnership. A general partner shall not be personally liable, directly or indirectly, by way of contribution or otherwise, for such an obligation solely by reason of being or acting as a general partner. This subsection shall apply despite anything inconsistent in the partnership agreement that existed immediately before the consent required to become a limited liability limited partnership under § 29-704.06(b)(2).

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 404 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-704.05. ACTIONS BY AND AGAINST PARTNERSHIP AND PARTNERS.

(a) To the extent not inconsistent with § 29-704.04, a general partner may be joined in an action against the limited partnership or named in a separate action.

(b) A judgment against a limited partnership shall not by itself be a judgment against a general partner. A judgment against a limited partnership shall not be satisfied from a general partner's assets unless there is also a judgment against the general partner.

(c) A judgment creditor of a general partner shall not levy execution against the assets of the general partner to satisfy a judgment based on a claim against the limited partnership, unless the partner is personally liable for the claim under § 29-704.04 and:

- (1) A judgment based on the same claim has been obtained against the limited partnership and a writ of execution on the judgment has been returned unsatisfied in whole or in part;
- (2) The limited partnership is a debtor in bankruptcy;
- (3) The general partner has agreed that the creditor need not exhaust limited partnership assets;
- (4) A court grants permission to the judgment creditor to levy execution against the assets of a general partner based on a finding that limited partnership assets subject to execution are clearly insufficient to satisfy the judgment, that exhaustion of limited partnership assets is excessively burdensome, or that the grant of permission is an appropriate exercise of the court's equitable powers; or
- (5) Liability is imposed on the general partner by law or contract independent of the existence of the limited partnership.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 405 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-704.06. MANAGEMENT RIGHTS OF GENERAL PARTNER.

- (a) Each general partner shall have equal rights in the management and conduct of the limited partnership's activities. Except as expressly provided in this chapter, any matter relating to the activities of the limited partnership may be exclusively decided by the general partner or, if there is more than one general partner, by a majority of the general partners.
- (b) The consent of each partner shall be necessary to:
 - (1) Amend the partnership agreement;
 - (2) Amend the certificate of limited partnership to add or, subject to § 29- 710.06, delete a statement that the limited partnership is a limited liability limited partnership; and
 - (3) Sell, lease, exchange, or otherwise dispose of all, or substantially all, of the limited partnership's property, with or without the good will, other than in the usual and regular course of the limited partnership's activities.
- (c) A limited partnership shall reimburse a general partner for payments made and indemnify a general partner for liabilities incurred by the general partner in the ordinary course of the activities of the partnership or for the preservation of its activities or property.
- (d) A limited partnership shall reimburse a general partner for an advance to the limited partnership beyond the amount of capital the general partner agreed to contribute.
- (e) A payment or advance made by a general partner which gives rise to an obligation of the limited partnership under subsection (c) or (d) of this section shall constitute a loan to the limited partnership which accrues interest from the date of the payment or advance.
- (f) A general partner shall not be entitled to remuneration for services performed for the partnership.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 406 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-704.07. RIGHT OF GENERAL PARTNER AND FORMER GENERAL PARTNER TO INFORMATION.

- (a) A general partner, without having any particular purpose for seeking the information, may inspect and copy during regular business hours:

- (1) In the limited partnership's principal office, required information; and
 - (2) At a reasonable location specified by the limited partnership, any other records maintained by the limited partnership regarding the limited partnership's activities and financial condition.
- (b) Each general partner and the limited partnership shall furnish to a general partner:
- (1) Without demand, any information concerning the limited partnership's activities and activities reasonably required for the proper exercise of the general partner's rights and duties under the partnership agreement or this chapter; and
 - (2) On demand, any other information concerning the limited partnership's activities, except to the extent the demand or the information demanded is unreasonable or otherwise improper under the circumstances.
- (c) Subject to subsection (e) of this section, on 10 days' demand made in a record received by the limited partnership, a person dissociated as a general partner may have access to the information and records described in subsection (a) of this section at the location specified in subsection (a) of this section if:
- (1) The information or record pertains to the period during which the person was a general partner;
 - (2) The person seeks the information or record in good faith; and
 - (3) The person satisfies the requirements imposed on a limited partner by § 29-703.04(b).
- (d) The limited partnership shall respond to a demand made pursuant to subsection (c) of this section in the same manner as provided in § 29-703.04(c).
- (e) If a general partner dies, § 29-707.04 shall apply.
- (f) The limited partnership may impose reasonable restrictions on the use of information under this section. In any dispute concerning the reasonableness of a restriction under this subsection, the limited partnership shall have the burden of proving reasonableness.
- (g) A limited partnership may charge a person dissociated as a general partner that makes a demand under this section reasonable costs of copying, limited to the costs of labor and material.
- (h) A general partner or person dissociated as a general partner may exercise the rights under this section through an attorney or other agent. Any restriction imposed under subsection (f) or by the partnership agreement shall apply both to the attorney or other agent and to the general partner or person dissociated as a general partner.
- (i) The rights under this section shall not extend to a person as transferee, but the rights under subsection (c) of this section of a person dissociated as a general may be exercised by the legal representative of an individual who dissociated as a general partner under § 29-706.03(7)(B) or (C).

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 407 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-704.08. GENERAL STANDARDS OF GENERAL PARTNER'S CONDUCT.

- (a) The only fiduciary duties that a general partner shall have to the limited partnership and the other partners are the duties of loyalty and care under subsections (b) and (c) of this section.
- (b) A general partner's duty of loyalty to the limited partnership and the other partners shall be limited to the following:
 - (1) To account to the limited partnership and hold as trustee for it any property, profit, or benefit derived by the general partner in the conduct and winding up of the limited partnership's activities or derived from a use by the general partner of limited partnership property, including the appropriation of a limited partnership opportunity;
 - (2) To refrain from dealing with the limited partnership in the conduct or winding up of the limited partnership's activities as or on behalf of a party having an interest adverse to the limited partnership; and
 - (3) To refrain from competing with the limited partnership in the conduct or winding up of the limited partnership's activities.
- (c) A general partner's duty of care to the limited partnership and the other partners in the conduct and

winding up of the limited partnership's activities shall be limited to refraining from engaging in grossly negligent or reckless conduct, intentional misconduct, or a knowing violation of law.

(d) A general partner shall discharge the duties to the partnership and the other partners under this chapter or under the partnership agreement and exercise any rights consistently with the obligation of good faith and fair dealing.

(e) A general partner shall not violate a duty or obligation under this chapter or under the partnership agreement merely because the general partner's conduct furthers the general partner's own interest.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 408 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

SUBCHAPTER V. CONTRIBUTIONS AND DISTRIBUTIONS.

§ 29-705.01. FORM OF CONTRIBUTION.

A contribution of a partner may consist of tangible or intangible property or other benefit to the limited partnership, including money, services performed, promissory notes, other agreements to contribute cash or property, and contracts for services to be performed.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 501 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-705.02. LIABILITY FOR CONTRIBUTION.

(a) A partner's obligation to contribute money or other property or other benefit to, or to perform services for, a limited partnership shall not be excused by the partner's death, disability, or other inability to perform personally.

(b) If a partner does not make a promised non-monetary contribution, the partner shall be obligated at the option of the limited partnership to contribute money equal to that portion of the value, as stated in the required information, of the stated contribution which has not been made.

(c) The obligation of a partner to make a contribution or return money or other property paid or distributed in violation of this chapter may be compromised only by consent of all partners. A creditor of a limited partnership which extends credit or otherwise acts in reliance on an obligation described in subsection (a) of this section, without notice of any compromise under this subsection, may enforce the original obligation.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 502 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-705.03. SHARING OF DISTRIBUTIONS.

A distribution by a limited partnership shall be shared among the partners on the basis of the value, as stated in the required records when the limited partnership decides to make the distribution, of the contributions the limited partnership has received from each partner.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 503 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-705.04. INTERIM DISTRIBUTIONS.

A partner shall not have a right to any distribution before the dissolution and winding up of the limited partnership unless the limited partnership decides to make an interim distribution.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 504 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-705.05. NO DISTRIBUTION ON ACCOUNT OF DISSOCIATION.

A person shall not have a right to receive a distribution on account of dissociation.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 505 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-705.06. DISTRIBUTION IN KIND.

A partner shall not have a right to demand or receive any distribution from a limited partnership in any form other than cash. Subject to § 29-708. 09(b), a limited partnership may distribute an asset in kind to the extent each partner receives a percentage of the asset equal to the partner's share of distributions.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 506 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-705.07. RIGHT TO DISTRIBUTION.

When a partner or transferee becomes entitled to receive a distribution, the partner or transferee has the status of, and is entitled to all remedies available to, a creditor of the limited partnership with respect to the distribution. However, the limited partnership's obligation to make a distribution shall be subject to offset for any amount owed to the limited partnership by the partner or dissociated partner on whose account the distribution is made.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 507 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-705.08. LIMITATIONS ON DISTRIBUTION.

- (a) A limited partnership shall not make a distribution in violation of the partnership agreement.
- (b) A limited partnership shall not make a distribution if after the distribution:
 - (1) The limited partnership would not be able to pay its debts as they become due in the ordinary course of the limited partnership's activities; or
 - (2) The limited partnership's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the limited partnership were to be dissolved, wound up, and terminated at the time of the distribution, to satisfy the preferential rights upon dissolution, winding up, and termination of partners whose preferential rights are superior to those of persons receiving the distribution.
- (c) A limited partnership may base a determination that a distribution is not prohibited under subsection (b) of this section on financial statements prepared on the basis of accounting practices and principles that are reasonable in the circumstances or on a fair valuation or other method that is reasonable in the circumstances.
- (d) Except as otherwise provided in subsection (g) of this section, the effect of a distribution under subsection (b) of this section shall be measured:
 - (1) In the case of distribution by purchase, redemption, or other acquisition of a transferable interest in the limited partnership, as of the date money or other property is transferred or debt incurred by the limited partnership; and
 - (2) In all other cases, as of the date:
 - (A) The distribution is authorized, if the payment occurs within 120 days after that date; or
 - (B) The payment is made, if payment occurs more than 120 days after the distribution is authorized.
- (e) A limited partnership's indebtedness to a partner incurred by reason of a distribution made in accordance with this section shall be at parity with the limited partnership's indebtedness to its general, unsecured creditors.
- (f) A limited partnership's indebtedness, including indebtedness issued in connection with or as part of a distribution, shall not be considered a liability for purposes of subsection (b) of this section if the terms of the indebtedness provide that payment of principal and interest are made only to the extent that a distribution could then be made to partners under this section.
- (g) If indebtedness is issued as a distribution, each payment of principal or interest on the indebtedness shall be treated as a distribution, the effect of which is measured on the date the payment is made.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 508 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-705.09. LIABILITY FOR IMPROPER DISTRIBUTIONS.

(a) A general partner that consents to a distribution made in violation of § 29-705.08 shall be personally liable to the limited partnership for the amount of the distribution which exceeds the amount that could have been distributed without the violation if it is established that in consenting to the distribution the general partner failed to comply with § 29-704.08.

(b) A partner or transferee that received a distribution knowing that the distribution to that partner or transferee was made in violation of § 29-705.08 shall be personally liable to the limited partnership but only to the extent that the distribution received by the partner or transferee exceeded the amount that could have been properly paid under § 29-705.08.

(c) A general partner against which an action is commenced under subsection (a) of this section may implead in the action any:

(1) Other person that is liable under subsection (a) of this section and compel contribution from the person; and

(2) Person that received a distribution in violation of subsection (b) of this section and compel contribution from the person in the amount the person received in violation of subsection (b) of this section.

(d) An action under this section shall be barred if it is not commenced within 2 years after the distribution.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 509 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A, Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

SUBCHAPTER VI. DISSOCIATION.

§ 29-706.01. DISSOCIATION AS LIMITED PARTNER.

(a) A person shall not have a right to dissociate as a limited partner before the termination of the limited partnership.

(b) A person shall be dissociated from a limited partnership as a limited partner upon the occurrence of any of the following events:

(1) The limited partnership's having notice of the person's express will to withdraw as a limited partner or on a later date specified by the person;

(2) An event agreed to in the partnership agreement as causing the person's dissociation as a limited partner;

(3) The person's expulsion as a limited partner pursuant to the partnership agreement;

(4) The person's expulsion as a limited 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 limited partner;

(B) There has been a transfer of 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, which has not been foreclosed;

(C) The person is a corporation and, within 90 days after the limited partnership notifies the person that it will be expelled as a limited 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

(D) The person is a limited liability company or partnership that has been dissolved and whose business is being wound up;

(5) On application by the limited partnership, the person's expulsion as a limited partner by judicial order because:

- (A) The person engaged in wrongful conduct that adversely and materially affected the limited partnership's activities;
 - (B) The person willfully or persistently committed a material breach of the partnership agreement or of the obligation of good faith and fair dealing under § 29-703.05(b); or
 - (C) The person engaged in conduct relating to the limited partnership's activities which makes it not reasonably practicable to carry on the activities with the person as limited partner;
- (6) In the case of a person who is an individual, the person's death;
 - (7) In the case of a person that is a trust or is acting as a limited 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;
 - (8) In the case of a person that is an estate or is acting as a limited 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;
 - (9) Termination of a limited partner that is not an individual, partnership, limited liability company, corporation, trust, or estate;
 - (10) The limited partnership's participation in a merger under subchapter X of this chapter, if the limited partnership is:
 - (A) Not the surviving entity; or
 - (B) The surviving entity but, as a result of the merger, the person ceases to be a limited partner;
 - (11) The limited partnership's participation in a transaction under Chapter 2 of this title if the limited partnership shall:
 - (A) Not survive the transaction; or
 - (B) Survive the transaction, but as a result of the transaction, the person ceases to be a limited partner.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 601 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-706.02. EFFECT OF DISSOCIATION AS LIMITED PARTNER.

- (a) Upon a person's dissociation as a limited partner:
 - (1) Subject to § 29-707.04, the person shall not have further rights as a limited partner;
 - (2) The person's obligation of good faith and fair dealing as a limited partner under § 29-703.05(b) shall continue only as to matters arising and events occurring before the dissociation; and
 - (3) Subject to § 29-707.04 and subchapter X of this chapter, any transferable interest owned by the person in the person's capacity as a limited partner immediately before dissociation shall be owned by the person as a mere transferee.
- (b) A person's dissociation as a limited partner shall not of itself discharge the person from any obligation to the limited partnership or the other partners which the person incurred while a limited partner.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 602 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-706.03. DISSOCIATION AS GENERAL PARTNER.

A person shall be dissociated from a limited partnership as a general partner when:

- (1) The limited partnership has notice of the person's express will to withdraw as a general partner or on a later date specified by the person;
- (2) An event agreed to in the partnership agreement as causing the person's dissociation as a general partner occurs;
- (3) The person is expelled as a general partner pursuant to the partnership agreement;
- (4) The person is expelled 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;
 - (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, which has not been foreclosed;
 - (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
 - (D) The person is a limited liability company or partnership that has been dissolved and whose business is being wound up;
- (5) On application by the limited partnership, the person is expelled as a general partner by judicial determination because:
 - (A) The person engaged in wrongful conduct that adversely and materially affected the limited partnership activities;
 - (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 § 29-704.08; or
 - (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;
- (6) The person:
 - (A) Became a debtor in bankruptcy;
 - (B) Executes an assignment for the benefit of creditors;
 - (C) Seeks, consents to, or acquiesces in the appointment of a trustee, receiver, or liquidator of the person or of all or substantially all of the person's property; or
 - (D) Fails, 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;
- (7) In the case of a person who is an individual:
 - (A) The person dies;
 - (B) A guardian or general conservator is appointed for the person; or
 - (C) There is a judicial determination that the person has otherwise become incapable of performing the person's duties as a general partner under the partnership agreement;
- (8) 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, the trust's entire transferable interest in the limited partnership is distributed;
- (9) 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, the estate's entire transferable interest in the limited partnership is distributed;
- (10) A general partner that is not an individual, partnership, limited liability company, corporation, trust, or estate terminates;
- (11) The limited partnership's participation in a merger under subchapter X of this chapter, if the limited partnership is:
 - (A) Not the surviving entity; or
 - (B) The surviving entity but, as a result of the merger, the person ceases to be a general partner; or
- (12) The limited partnership's participation in a transaction under the Chapter 2 of this title if the limited partnership shall:

(A) Not survive the transaction; or

(B) Survive the transaction, but as a result of the transaction, the person ceases to be a general partner.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 603 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-706.04. PERSON'S POWER TO DISSOCIATE AS GENERAL PARTNER; WRONGFUL DISSOCIATION.

(a) A person may dissociate as a general partner at any time, rightfully or wrongfully, by express will pursuant to § 29-706.03(1).

(b) A person's dissociation as a general partner shall be wrongful only if:

(1) It is in breach of an express provision of the partnership agreement; or

(2) It occurs before the termination of the limited partnership and the person:

(A) Withdraws as a general partner by express will;

(B) Expelled as a general partner by judicial determination under § 29- 706.03(5);

(C) Is dissociated as a general partner by becoming a debtor in bankruptcy; or

(D) In the case of a person that is not an individual, trust (other than a business trust), or estate, is expelled or otherwise dissociated as a general partner because it willfully dissolved or terminated.

(c) A person that wrongfully dissociates as a general partner shall be liable to the limited partnership and, subject to § 29-709.01, to the other partners for damages caused by the dissociation. The liability shall be in addition to any other obligation of the general partner to the limited partnership or to the other partners.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 604 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-706.05. EFFECT OF DISSOCIATION AS GENERAL PARTNER.

(a) Upon a person's dissociation as a general partner:

(1) The person's right to participate as a general partner in the management and conduct of the partnership's activities shall terminate;

(2) The person's duty of loyalty as a general partner under § 29- 704.08(b)(3) shall terminate;

(3) The person's duty of loyalty as a general partner under § 29- 704.08(b)(1) and (2) and duty of care under § 29-704.08(c) continue only with regard to matters arising and events occurring before the person's dissociation as a general partner;

(4) The person may sign and deliver to the Mayor for filing a statement of dissociation pertaining to the person and, at the request of the limited partnership, shall sign an amendment to the certificate of limited partnership which states that the person has dissociated; and

(5) Subject to § 29-707.04, subchapter X of this chapter, and Chapter 2 of this title, any transferable interest owned by the person immediately before dissociation in the person's capacity as a general partner shall be owned by the person as a mere transferee.

(b) A person's dissociation as a general partner shall not of itself discharge the person from any obligation to the limited partnership or the other partners which the person incurred while a general partner.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 605 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-706.06. POWER TO BIND AND LIABILITY TO LIMITED PARTNERSHIP BEFORE DISSOLUTION OF PARTNERSHIP OF PERSON DISSOCIATED AS GENERAL PARTNER.

(a) After a person is dissociated as a general partner and before the limited partnership is dissolved, merged under subchapter X of this chapter or Chapter 2 of this title, or otherwise ceases to exist in the form of a limited partnership as a result of a transaction under Chapter 2 of this title, the limited partnership shall be bound by an act of the person only if:

(1) The act would have bound the limited partnership under § 29-704.02 before the dissociation; and

(2) At the time the other party enters into the transaction:

(A) Less than 2 years has passed since the dissociation; and

(B) The other party does not have notice of the dissociation and reasonably believes that the person is a general partner.

(b) If a limited partnership is bound under subsection (a) of this section, the person dissociated as a general partner which caused the limited partnership to be bound shall be liable:

(1) To the limited partnership for any damage caused to the limited partnership arising from the obligation incurred under subsection (a) of this section; and

(2) If a general partner or another person dissociated as a general partner is liable for the obligation, to the general partner or other person for any damage caused to the general partner or other person arising from the liability.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 606 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-706.07. LIABILITY TO OTHER PERSONS OF PERSON DISSOCIATED AS GENERAL PARTNER.

(a) A person's dissociation as a general partner shall not of itself discharge the person's liability as a general partner for an obligation of the limited partnership incurred before dissociation. Except as otherwise provided in subsections (b) and (c) of this section, the person shall not be liable for a limited partnership's obligation incurred after dissociation.

(b) A person whose dissociation as a general partner resulted in a dissolution and winding up of the limited partnership's activities shall not be liable to the same extent as a general partner under § 29-704.04 on an obligation incurred by the limited partnership under § 29-708.04.

(c) A person that has dissociated as a general partner but whose dissociation did not result in a dissolution and winding up of the limited partnership's activities shall not be liable on a transaction entered into by the limited partnership after the dissociation only if:

(1) A general partner would be liable on the transaction; and

(2) At the time the other party enters into the transaction:

(A) Less than 2 years has passed since the dissociation; and

(B) The other party does not have notice of the dissociation and reasonably believes that the

person is a general partner.

(d) By agreement with a creditor of a limited partnership and the limited partnership, a person dissociated as a general partner may be released from liability for an obligation of the limited partnership.

(e) A person dissociated as a general partner shall be released from liability for an obligation of the limited partnership if the limited partnership's creditor, with notice of the person's dissociation as a general partner but without the person's consent, agrees to a material alteration in the nature or time of payment of the obligation.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 607 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

SUBCHAPTER VII. TRANSFERABLE INTERESTS AND RIGHTS OF TRANSFEREES AND CREDITORS.

§ 29-707.01. PARTNER'S TRANSFERABLE INTEREST.

Except as otherwise provided in subchapter X of this chapter or Chapter 2 of this title, the only interest of a partner which is transferable shall be partner's transferable interest. The interest of a partner, whether or not transferable, shall be personal property.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 701 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-707.02. TRANSFER OF PARTNER'S TRANSFERABLE INTEREST.

(a) A transfer, in whole or in part, of a partner's transferable interest:

(1) Is permissible;

(2) Shall not by itself cause the partner's dissociation or a dissolution and winding up of the limited partnership's activities; and

(3) Shall not, as against the other partners or the limited partnership, entitle the transferee to participate in the management or conduct of the limited partnership's activities, to require access to information concerning the limited partnership's transactions except as otherwise provided in subsection (c) of this section, or to inspect or copy the required information or the limited partnership's other records.

(b) A transferee shall have a right to receive, in accordance with the transfer:

(1) Distributions to which the transferor would otherwise be entitled; and

(2) Upon the dissolution and winding up of the limited partnership's activities, the net amount otherwise distributable to the transferor.

(c) In a dissolution and winding up, a transferee shall be entitled to an account of the limited partnership's transactions only from the date of dissolution.

(d) Upon transfer, the transferor retain the rights of a partner other than the interest in distributions transferred and shall retain all duties and obligations of a partner.

(e) A limited partnership need not give effect to a transferee's rights under this section until the limited partnership has notice of the transfer.

(f) A transfer of a partner's transferable interest in the limited partnership in violation of a restriction on transfer contained in the partnership agreement shall be ineffective as to a person having notice of the restriction at the time of transfer.

(g) A transferee that becomes a partner with respect to a transferable interest shall be liable for the transferor's obligations under §§ 29-705.02 and 29-705.09. However, the transferee shall not be obligated for liabilities unknown to the transferee at the time the transferee became a partner.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 702 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-707.03. RIGHTS OF CREDITOR OF PARTNER OR TRANSFEEE.

(a) On application to the Superior Court by any judgment creditor of a partner or transferee, the court may charge the transferable interest of the judgment debtor with payment of the unsatisfied amount of the judgment with interest. To the extent so charged, the judgment creditor shall have only the rights of a transferee. The court may appoint a receiver of the share of the distributions due or to become due to the judgment debtor in respect of the partnership and make all other orders, directions, accounts, and inquiries the judgment debtor might have made or which the circumstances of the case may require to give effect to the charging order.

(b) A charging order shall constitute a lien on the judgment debtor's transferable interest. The court may order a foreclosure upon the interest subject to the charging order at any time. The purchaser at the foreclosure sale shall have the rights of a transferee.

(c) At any time before foreclosure, an interest charged may be redeemed:

- (1) By the judgment debtor;
- (2) With property other than limited partnership property, by one or more of the other partners; or
- (3) With limited partnership property, by the limited partnership with the consent of all partners whose interests are not so charged.

(d) This chapter shall not deprive any partner or transferee of the benefit of any exemption laws applicable to the partner's or transferee's transferable interest.

(e) This section provides the exclusive remedy by which a judgment creditor of a partner or transferee may satisfy a judgment out of the judgment debtor's transferable interest.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 703 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-707.04. POWER OF ESTATE OF DECEASED PARTNER.

If a partner dies, the deceased partner's personal representative or other legal representative may exercise the rights of a transferee as provided in § 29-707.02 and, for the purposes of settling the estate, may exercise the rights of a current limited partner under § 29-703.04.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

This section is based on § 704 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

SUBCHAPTER VIII. DISSOLUTION.

§ 29-708.01. NONJUDICIAL DISSOLUTION.

Except as otherwise provided in § 29-708.02, a limited partnership is dissolved, and its activities shall be wound up, only upon the occurrence of any of the following:

- (1) The happening of an event specified in the partnership agreement;
- (2) The consent of all general partners and of limited partners owning a majority of the rights to receive distributions as limited partners at the time the consent is to be effective;
- (3) After the dissociation of a person as a general partner:
 - (A) If the limited partnership has at least one remaining general partner, the consent to dissolve the limited partnership given within 90 days after the dissociation by partners owning a majority of the rights to receive distributions as partners at the time the consent is to be effective; or
 - (B) If the limited partnership does not have a remaining general partner, the passage of 90 days after the dissociation, unless before the end of the period:
 - (i) Consent to continue the activities of the limited partnership and admit at least one general partner is given by limited partners owning a majority of the rights to receive distributions as limited partners at the time the consent is to be effective; and
 - (ii) At least one person is admitted as a general partner in accordance with the consent;
- (4) The passage of 90 days after the dissociation of the limited partnership's last limited partner, unless before the end of the period the limited partnership admits at least one limited partner; or
- (5) The signing and filing of a certificate of dissolution by the Mayor under § 29-106.02.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 801 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-708.02. JUDICIAL DISSOLUTION.

On application by a partner the Superior Court may order dissolution of a limited partnership if it is not reasonably practicable to carry on the activities of the limited partnership in conformity with the partnership agreement.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 802 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-708.03. WINDING UP.

- (a) A limited partnership shall continue after dissolution only for the purpose of winding up its activities.
- (b) In winding up its activities, the limited partnership:
 - (1) May amend its certificate of limited partnership to state that the limited partnership is dissolved,

preserve the limited partnership business or property as a going concern for a reasonable time, prosecute and defend actions and proceedings, whether civil, criminal, or administrative, transfer the limited partnership's property, settle disputes by mediation or arbitration, file a statement of termination as provided in § 29-702.03, and perform other necessary acts; and

(2) Shall discharge the limited partnership's liabilities, settle and close the limited partnership's activities, and marshal and distribute the assets of the partnership.

(c) If a dissolved limited partnership does not have a general partner, a person to wind up the dissolved limited partnership's activities may be appointed by the consent of limited partners owning a majority of the rights to receive distributions as limited partners at the time the consent is to be effective. A person appointed under this subsection shall:

(1) Have the powers of a general partner under § 29-708.04; and

(2) Promptly amend the certificate of limited partnership to state:

(A) That the limited partnership does not have a general partner;

(B) The name of the person that has been appointed to wind up the limited partnership; and

(C) The street and mailing address of the person.

(d) On the application of any partner, the Superior Court may order judicial supervision of the winding up, including the appointment of a person to wind up the dissolved limited partnership's activities, if:

(1) A limited partnership does not have a general partner and within a reasonable time following the dissolution no person has been appointed pursuant to subsection (c) of this section; or

(2) The applicant establishes other good cause.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 803 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-708.04. POWER OF GENERAL PARTNER AND PERSON DISSOCIATED AS GENERAL PARTNER TO BIND PARTNERSHIP AFTER DISSOLUTION.

(a) A limited partnership shall be bound by a general partner's act after dissolution which:

(1) Is appropriate for winding up the limited partnership's activities; or

(2) Would have bound the limited partnership under § 29-704.02 before dissolution, if, at the time the other party enters into the transaction, the other party does not have notice of the dissolution.

(b) A person dissociated as a general partner shall bind a limited partnership through an act occurring after dissolution if:

(1) At the time the other party enters into the transaction:

(A) Less than 2 years has passed since the dissociation; and

(B) The other party does not have notice of the dissociation and reasonably believes that the person is a general partner; and

(2) The act:

(A) Is appropriate for winding up the limited partnership's activities; or

(B) Would have bound the limited partnership under § 29-704.02 before dissolution and at the time the other party enters into the transaction the other party does not have notice of the dissolution.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 804 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform

§ 29-708.05. LIABILITY AFTER DISSOLUTION OF GENERAL PARTNER AND PERSON DISSOCIATED AS GENERAL PARTNER TO LIMITED PARTNERSHIP, OTHER GENERAL PARTNERS, AND PERSONS DISSOCIATED AS GENERAL PARTNER.

(a) If a general partner having knowledge of the dissolution causes a limited partnership to incur an obligation under § 29-708.04(a) by an act that is not appropriate for winding up the partnership's activities, the general partner shall be liable:

(1) To the limited partnership for any damage caused to the limited partnership arising from the obligation; and

(2) If another general partner or a person dissociated as a general partner is liable for the obligation, to that other general partner or person for any damage caused to that other general partner or person arising from the liability.

(b) If a person dissociated as a general partner causes a limited partnership to incur an obligation under § 29-708.04(b), the person shall be liable:

(1) To the limited partnership for any damage caused to the limited partnership arising from the obligation; and

(2) If a general partner or another person dissociated as a general partner is liable for the obligation, to the general partner or other person for any damage caused to the general partner or other person arising from the liability.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 805 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-708.06. KNOWN CLAIMS AGAINST DISSOLVED LIMITED PARTNERSHIP.

(a) A dissolved limited partnership may dispose of the known claims against it by following the procedure described in subsection (b) of this section.

(b) A dissolved limited partnership may notify its known claimants of the dissolution in a record. The notice shall:

(1) Specify the information required to be included in a claim;

(2) Provide a mailing address to which the claim is to be sent;

(3) State the deadline for receipt of the claim, which may not be less than 120 days after the date the notice is received by the claimant;

(4) State that the claim will be barred if not received by the deadline; and

(5) Unless the limited partnership has been throughout its existence a limited liability limited partnership, state that the barring of a claim against the limited partnership will also bar any corresponding claim against any general partner or person dissociated as a general partner which is based on § 29- 704.04.

(c) A claim against a dissolved limited partnership shall be barred if the requirements of subsection (b) of this section are met and:

(1) The claim is not received by the specified deadline; or

(2) In the case of a claim that is timely received but rejected by the dissolved limited partnership, the claimant does not commence an action to enforce the claim against the limited partnership within 90 days after the receipt of the notice of the rejection.

(d) This section shall not apply to a claim based on an event occurring after the effective date of dissolution or a liability that is contingent on that date.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 806 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-708.07. OTHER CLAIMS AGAINST DISSOLVED LIMITED PARTNERSHIP.

(a) A dissolved limited partnership may publish notice of its dissolution and request persons having claims against the limited partnership to present them in accordance with the notice.

(b) The notice shall:

- (1) Be published at least once in a newspaper of general circulation in the District;
- (2) Describe the information required to be contained in a claim and provide a mailing address to which the claim is to be sent;
- (3) State that a claim against the limited partnership is barred unless an action to enforce the claim is commenced within 3 years after publication of the notice; and
- (4) Unless the limited partnership has been throughout its existence a limited liability limited partnership, state that the barring of a claim against the limited partnership will also bar any corresponding claim against any general partner or person dissociated as a general partner which is based on § 29- 704.04.

(c) If a dissolved limited partnership publishes a notice in accordance with subsection (b) of this section, the claim of each of the following claimants shall be barred unless the claimant commences an action to enforce the claim against the dissolved limited partnership within 3 years after the publication date of the notice:

- (1) A claimant that did not receive notice in a record under § 29-708.06;
- (2) A claimant whose claim was timely sent to the dissolved limited partnership but not acted on; and
- (3) A claimant whose claim is contingent or based on an event occurring after the effective date of dissolution.

(d) A claim not barred under this section may be enforced:

- (1) Against the dissolved limited partnership, to the extent of its undistributed assets;
- (2) If the assets have been distributed in liquidation, against a partner or transferee to the extent of that person's proportionate share of the claim or the limited partnership's assets distributed to the partner or transferee in liquidation, whichever is less, but a person's total liability for all claims under this paragraph shall not exceed the total amount of assets distributed to the person as part of the winding up of the dissolved limited partnership; or
- (3) Against any person liable on the claim under § 29-704.04.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 807 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-708.08. LIABILITY OF GENERAL PARTNER AND PERSON DISSOCIATED AS GENERAL PARTNER WHEN CLAIM AGAINST LIMITED PARTNERSHIP BARRED.

If a claim against a dissolved limited partnership is barred under § 29- 708.06 or § 29-708.07, any corresponding claim under § 29-704.04 shall also be barred.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

For history of Law 18-378, see notes under § 29-101.01.

This section is based on § 808 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-708.09. DISPOSITION OF ASSETS; WHEN CONTRIBUTIONS REQUIRED.

- (a) In winding up a limited partnership's activities, the assets of the limited partnership, including the contributions required by this section, shall be applied to satisfy the limited partnership's obligations to creditors, including, to the extent permitted by law, partners that are creditors.
- (b) Any surplus remaining after the limited partnership complies with subsection (a) of this section shall be paid in cash as a distribution.
- (c) If a limited partnership's assets are insufficient to satisfy all of its obligations under subsection (a) of this section, with respect to each unsatisfied obligation incurred when the limited partnership was not a limited liability limited partnership, the following rules apply:
- (1) Each person that was a general partner when the obligation was incurred and that has not been released from the obligation under § 29-706.07 shall contribute to the limited partnership for the purpose of enabling the limited partnership to satisfy the obligation. The contribution due from each of those persons shall be in proportion to the right to receive distributions in the capacity of general partner in effect for each of those persons when the obligation was incurred.
 - (2) If a person does not contribute the full amount required under paragraph (1) of this subsection with respect to an unsatisfied obligation of the limited partnership, the other persons required to contribute by paragraph (1) of this subsection on account of the obligation shall contribute the additional amount necessary to discharge the obligation. The additional contribution due from each of those other persons shall be in proportion to the right to receive distributions in the capacity of general partner in effect for each of those other persons when the obligation was incurred.
 - (3) If a person does not make the additional contribution required by paragraph (2), further additional contributions shall be determined and due in the same manner as provided in that paragraph.
- (d) A person that makes an additional contribution under subsection (c)(2) or (3) of this section may recover from any person whose failure to contribute under subsection (c)(1) or (2) of this section necessitated the additional contribution. A person shall not recover under this subsection more than the amount additionally contributed. A person's liability under this subsection shall not exceed the amount the person failed to contribute.
- (e) The estate of a deceased individual shall be liable for the person's obligations under this section.
- (f) An assignee for the benefit of creditors of a limited partnership or a partner, or a person appointed by a court to represent creditors of a limited partnership or a partner, may enforce a person's obligation to contribute under subsection (c) of this section.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

For history of Law 18-378, see notes under § 29-101.01.

This section is based on § 812 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

SUBCHAPTER IX. ACTIONS BY PARTNERS.

§ 29-709.01. DIRECT ACTION BY PARTNER.

- (a) Subject to subsection (b) of this section, a partner may maintain a direct action in the Superior Court against the limited partnership or another partner for legal or equitable relief, with or without an accounting as to the partnership's activities, to enforce the rights and otherwise protect the interests of the partner,

including rights and interests under the partnership agreement or this chapter or arising independently of the partnership relationship.

(b) A partner commencing a direct action under this section shall be required to plead and prove an actual or threatened injury that is not solely the result of an injury suffered or threatened to be suffered by the limited partnership.

(c) The accrual of, and any time limitation on, a right of action for a remedy under this section shall be governed by other law. A right to an accounting upon a dissolution and winding up shall not revive a claim barred by law.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 1001 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-709.02. DERIVATIVE ACTION.

A partner may maintain a derivative action in the Superior Court to enforce a right of a limited partnership if:

(1) The partner first makes a demand on the general partners, requesting that they cause the limited partnership to bring an action to enforce the right, and the general partners do not bring the action within a reasonable time; or

(2) A demand would be futile.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 1002 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-709.03. PROPER PLAINTIFF.

A derivative action shall be maintained only by a person that is a partner at the time the action is commenced and:

(1) That was a partner when the conduct giving rise to the action occurred; or

(2) Whose status as a partner devolved upon the person by operation of law or pursuant to the terms of the partnership agreement from a person that was a partner at the time of the conduct.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 1003 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-709.04. PLEADING.

In a derivative action, the complaint shall state with particularity:

(1) The date and content of plaintiff's demand and the general partners' response to the demand; or

(2) Why demand should be excused as futile.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 1004 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-709.05. PROCEEDS AND EXPENSES.

(a) Except as otherwise provided in subsection (b) of this section:

(1) Any proceeds or other benefits of a derivative action, whether by judgment, compromise, or settlement, shall belong to the limited partnership and not to the derivative plaintiff;

(2) If the derivative plaintiff receives any proceeds, the derivative plaintiff shall immediately remit them to the limited partnership.

(b) If a derivative action is successful in whole or in part, the Superior Court may award the plaintiff reasonable expenses, including reasonable attorneys' fees, from the recovery of the limited partnership.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 1005 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

SUBCHAPTER X. MERGER.

§ 29-710.01. DEFINITIONS.

For the purposes of this subchapter, the term:

(1) "Constituent limited partnership" means a domestic or foreign limited partnership that is a party to a merger.

(2) "Governing statute" of a domestic or foreign limited partnership means the statute that governs the partnership's internal affairs.

(3) "Personal liability" means personal liability for a debt, liability, or other obligation of a limited partnership which is imposed on a person that co-owns, has an interest in, or is a member of the limited partnership by the limited partnership's:

(A) Governing statute solely by reason of the person co-owning, having an interest in, or being a member of the limited partnership; or

(B) Certificate of limited partnership and partnership agreement under a provision of the limited partnership's governing statute authorizing those documents to make one or more specified persons liable for all or specified debts, liabilities, and other obligations of the limited partnership solely by reason of the person or persons co-owning, having an interest in, or being a member of the limited partnership.

(4) "Surviving limited partnership" means a domestic or foreign limited partnership into which one or more other domestic or foreign limited partnerships are merged. A surviving limited partnership may preexist the merger or be created by the merger.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

This section is based on § 1101 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-710.02. MERGER.

(a) A limited partnership may merge with one or more other domestic or foreign limited partnerships and 2 or more foreign limited partnerships may merge into a domestic limited partnership pursuant to this section, §§ 29-710.03 through 29-710.05, and a plan of merger, if:

(1) The governing statute of each of the other constituent limited partnerships authorizes the merger; and

(2) Each of the other constituent limited partnerships complies with its governing statute in effecting the merger.

(b) A plan of merger shall be in a record and shall include:

(1) The name of each constituent limited partnership;

(2) The name of the surviving limited partnership and, if the surviving limited partnership is to be created by the merger, a statement to that effect;

(3) The terms and conditions of the merger, including the manner and basis for converting the interests in each constituent limited partnership into any combination of money, interests in the surviving limited partnership, interests in any other organization, and other consideration;

(4) If the surviving limited partnership is to be created by the merger, the certificate of limited partnership and partnership agreement of the surviving limited partnership; and

(5) If the surviving limited partnership is not to be created by the merger, any amendments to be made by the merger to the certificate of limited partnership and partnership agreement of the surviving limited partnership.

(c) A merger in which a limited partnership and another form of entity are parties shall be governed by Chapter 2 of this title.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 1106 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-710.03. ACTION ON PLAN OF MERGER BY CONSTITUENT LIMITED PARTNERSHIP.

(a) Subject to § 29-710.06, a plan of merger shall be consented to by all the partners of a constituent limited partnership.

(b) Subject to § 29-710.06 and any contractual rights, after a merger is approved, and at any time before a filing is made under § 29-710.04, a constituent limited partnership may amend the plan or abandon the planned merger:

(1) As provided in the plan; and

(2) Except as prohibited by the plan, with the same consent as was required to approve the plan.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 1107 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-710.04. FILINGS REQUIRED FOR MERGER; EFFECTIVE DATE.

(a) After each constituent limited partnership has approved a merger, articles of merger shall be signed on behalf of each preexisting:

- (1) Domestic limited partnership, by each general partner listed in the certificate of limited partnership; and
- (2) Foreign limited partnership, by an authorized representative.

(b) The articles of merger shall include:

- (1) The name of each constituent limited partnership and the jurisdiction of its governing statute;
- (2) The name of the surviving limited partnership, the jurisdiction of its governing statute, and, if the surviving limited partnership is created by the merger, a statement to that effect;
- (3) The date the merger is effective under the governing statute of the surviving limited partnership;
- (4) If the surviving limited partnership is to be created by the merger, its certificate of limited partnership;
- (5) If the surviving limited partnership preexists the merger, any amendments provided for in the plan of merger to its certificate of limited partnership;
- (6) A statement as to each constituent limited partnership that the merger was approved as required by the limited partnership's governing statute;
- (7) If the surviving limited partnership is a foreign limited partnership not authorized to do business in the District, the street and mailing address of an office which the Mayor may use for the purposes of § 29-710.05(b); and
- (8) Any additional information required by the governing statute of any constituent limited partnership.

(c) Each constituent limited partnership shall deliver the articles of merger for filing with the Mayor.

(d) A merger shall be effective under this subchapter upon the later of:

- (1) Compliance with subsection (c) of this section; or
- (2) Subject to subchapter II of Chapter 2 of this title, as specified in the articles of merger.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 1108 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-710.05. EFFECT OF MERGER.

(a) When a merger becomes effective:

- (1) The surviving limited partnership shall continue or come into existence;
- (2) Each constituent limited partnership that merges into the surviving limited partnership shall cease to exist as a separate entity;
- (3) All property owned by each constituent limited partnership that ceases to exist shall vest in the surviving limited partnership;
- (4) All debts, liabilities, and other obligations of each constituent limited partnership that ceases to exist shall be the obligations of the surviving limited partnership;
- (5) An action or proceeding pending by or against any constituent limited partnership that ceases to exist may be continued as if the merger had not occurred;
- (6) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of each constituent limited partnership that ceases to exist shall vest in the surviving limited partnership;
- (7) Except as otherwise provided in the plan of merger, the terms and conditions of the plan of merger shall take effect;
- (8) Except as otherwise agreed, if a constituent limited partnership ceases to exist, the merger shall not dissolve the limited partnership for the purposes of subchapter VIII of this chapter;

(9) If the surviving limited partnership is created by the merger, its certificate of limited partnership shall become effective; and

(10) If the surviving limited partnership preexists the merger, any amendments provided for in the articles of merger to its certificate of limited partnership and partnership agreement shall become effective.

(b) A surviving limited partnership that is a foreign limited partnership consents to the jurisdiction of the Superior Court to enforce any obligation owed by a constituent limited partnership, if before the conversion the constituent limited partnership was subject to suit in the District on that obligation. A surviving limited partnership that is a foreign limited partnership and not authorized to do business in the District may be served with process at the address required in the articles of merger under § 29- 710.04(b)(7).

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 1109 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-710.06. RESTRICTIONS ON APPROVAL OF MERGERS AND ON RELINQUISHING LIMITED LIABILITY LIMITED PARTNERSHIP STATUS.

(a) If a partner of a constituent limited partnership will have personal liability with respect to any organization as a result of a merger, approval and amendment of a plan of merger shall be ineffective without the consent of that partner, unless:

(1) The limited partnership's partnership agreement provides for the approval of the merger with the consent of less than all the partners; and

(2) The partner has consented to the provision of the partnership agreement.

(b) An amendment to a certificate of limited partnership which deletes a statement that the limited partnership is a limited liability limited partnership shall be ineffective without the consent of each general partner unless:

(1) The limited partnership's partnership agreement provides for the amendment with the consent of less than all the general partners; and

(2) Each general partner that does not consent to the amendment has consented to the provision of the partnership agreement.

(c) A partner shall not give the consent required by subsection (a) or (b) of this section merely by consenting to a provision of the partnership agreement which permits the partnership agreement to be amended with the consent of fewer than all the partners.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 1110 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-710.07. LIABILITY OF GENERAL PARTNER AFTER MERGER.

(a) A merger under this article shall not discharge any liability under §§ 29-704.04 and 29-706.07 of a person that was a general partner in or dissociated as a general partner from a constituent limited partnership, but:

(1) The provisions of this chapter pertaining to the collection or discharge of that liability shall continue to apply to that liability;

(2) For the purposes of applying those provisions, the surviving limited partnership shall be deemed to be the constituent limited partnership; and

(3) If a person is required to pay any amount under this subsection:

(A) The person shall have a right of contribution from each other person that was liable as a general partner under § 29-704.04 when the obligation was incurred and has not been released from the obligation under § 29-706.07; and

(B) The contribution due from each of those persons shall be in proportion to the right to receive distributions in the capacity of general partner in effect for each of those persons when the obligation was incurred.

(b) In addition to any other liability provided by law:

(1) A person that immediately before a merger became effective was a general partner in a constituent limited partnership that was not a limited liability limited partnership shall be personally liable for each obligation of the surviving limited partnership arising from a transaction with a third party after the merger becomes effective if, at the time the third party enters into the transaction, the third party:

(A) Does not have notice of the merger; and

(B) Reasonably believes that:

(i) The surviving business is the constituent limited partnership;

(ii) The constituent limited partnership is not a limited liability limited partnership; and

(iii) The person is a general partner in the constituent limited partnership; and

(2) A person that was dissociated as a general partner from a constituent limited partnership before the merger became effective shall be personally liable for each obligation of the surviving limited partnership arising from a transaction with a third party after the merger becomes effective if:

(A) Immediately before the merger became effective, the surviving limited partnership was not a limited liability limited partnership; and

(B) At the time the third party enters into the transaction, less than 2 years have passed since the person dissociated as a general partner and the third party:

(i) Does not have notice of the dissociation;

(ii) Does not have notice of the merger; and

(iii) Reasonably believes that the surviving limited partnership is the constituent limited partnership, the constituent limited partnership is not a limited liability limited partnership, and the person is a general partner in the constituent limited partnership.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 1111 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-710.08. POWER OF GENERAL PARTNERS AND PERSONS DISSOCIATED AS GENERAL PARTNERS TO BIND LIMITED PARTNERSHIP AFTER MERGER.

(a) An act of a person that immediately before a merger became effective was a general partner in a constituent limited partnership shall bind the surviving limited partnership after the merger becomes effective if:

(1) Before the merger became effective, the act would have bound the constituent limited partnership under § 29-704.02; and

(2) At the time the third party enters into the transaction, the third party:

(A) Does not have notice of the merger; and

(B) Reasonably believes that the surviving business is the constituent limited partnership and that the person is a general partner in the constituent limited partnership.

(b) An act of a person that before a merger became effective was dissociated as a general partner from a constituent limited partnership shall bind the surviving limited partnership after the merger becomes effective if:

(1) Before the merger became effective, the act would have bound the constituent limited partnership

under § 29-704.02 if the person had been a general partner; and

(2) At the time the third party enters into the transaction, less than 2 years have passed since the person dissociated as a general partner and the third party:

(A) Does not have notice of the dissociation;

(B) Does not have notice of the merger; and

(C) Reasonably believes that the surviving limited partnership is the constituent limited partnership and that the person is a general partner in the constituent limited partnership.

(c) If a person having knowledge of the merger causes a surviving limited partnership to incur an obligation under subsection (a) or (b) of this section, the person shall be liable:

(1) To the surviving limited partnership for any damage caused to the surviving limited partnership arising from the obligation; and

(2) If another person is liable for the obligation, to that other person for any damage caused to that other person arising from that liability.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 1112 of the Uniform Limited Partnership Act (2001 Act). See Vol. 6A , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

SUBCHAPTER XI. TRANSITION PROVISIONS.

§ 29-711.01. APPLICATION TO EXISTING RELATIONSHIPS.

(a) Before one year after the applicability date of this chapter, this chapter shall govern only:

(1) A limited partnership formed on or after the applicability date of this chapter; and

(2) Except as otherwise provided in subsections (c) and (d) of this section, a limited partnership formed before the applicability date of this chapter which elects, in the manner provided in its partnership agreement or by law for amending the partnership agreement, to be subject to this chapter.

(b) Except as otherwise provided in subsection (c) of this section, on and after one year after applicability date of this chapter, this chapter shall govern all limited partnerships.

(c) With respect to a limited partnership formed before the applicability date of this chapter, the following rules apply except as the partners otherwise elect in the manner provided in the partnership agreement or by law for amending the partnership agreement:

(1) Section 29-701.04(c) shall not apply and the limited partnership has whatever duration it had under the law applicable immediately before the applicability date of this chapter.

(2) The limited partnership shall not be required to amend its certificate of limited partnership to comply with § 29-702.01(a)(4).

(3) Sections 29-706.01 and 29-706.02 shall not apply and a limited partner has the same right and power to dissociate from the limited partnership, with the same consequences, as existed immediately before the applicability date of this chapter.

(4) Section 29-706.03(4) shall not apply.

(5) Section 29-706.03(5) shall not apply and a court shall have the same power to expel a general partner as the court had immediately before the applicability date of this chapter.

(6) Section 29-708.01(3) shall not apply and the connection between a person's dissociation as a general partner and the dissolution of the limited partnership shall be the same as existed immediately before the applicability date of this chapter.

(d) With respect to a limited partnership that elects pursuant to subsection (a)(2) of this section to be subject to this chapter, after the election takes effect, the provisions of this chapter relating to the liability of the limited partnership's general partners to third parties shall apply:

(1) Before one year after the applicability date of this chapter, to:

(A) A third party that had not done business with the limited partnership in the year before the election took effect; and

(B) A third party that had done business with the limited partnership in the year before the election took effect only if the third party knows or has received a notification of the election; and

(2) On and after one year after applicability date of this chapter, to all third parties, but those provisions shall remain inapplicable to any obligation incurred while those provisions were inapplicable under paragraph (1)(B) of this subsection.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.