

§1034. Partner's liability

1. Jointly and severally liable. Except as otherwise provided in subsections 2 and 3, all partners are liable jointly and severally for all obligations of the partnership unless otherwise agreed by the claimant or provided by law.

[PL 2005, c. 543, Pt. A, §2 (NEW).]

2. Not personally liable for obligation prior to admission. A person admitted as a partner into an existing partnership is not personally liable for any partnership obligation incurred before the person's admission as a partner.

[PL 2005, c. 543, Pt. A, §2 (NEW).]

3. Obligation incurred while limited liability partnership. An obligation of a partnership incurred while the partnership is a limited liability partnership, whether arising in contract, tort or otherwise, is solely the obligation of the partnership. A partner is not personally liable, directly or indirectly, by way of contribution or otherwise, for such an obligation solely by reason of being or so acting as a partner. This subsection applies notwithstanding anything inconsistent in the partnership agreement that existed immediately before the vote required to become a limited liability partnership under section 821, subsection 2.

[PL 2005, c. 543, Pt. A, §2 (NEW).]

4. Exceptions to limited liability of shareholders. The exceptions under common law to a limited liability of shareholders of a business corporation organized under the Maine Business Corporation Act and shareholders of a professional corporation organized under the Maine Professional Service Corporation Act apply to the limited liability of partners in a professional limited liability partnership.

[PL 2005, c. 543, Pt. A, §2 (NEW).]

5. Exception for certain obligations. With regard to certain obligations incurred prior to the effective date of this chapter, the following provisions apply:

A. To the extent any obligations of a partnership were incurred prior to the effective date of this chapter and while the partnership was a limited liability partnership, the limitation on liability of a partner is governed exclusively by paragraph B and the provisions of subsection 3 do not apply. [PL 2007, c. 231, §35 (NEW); PL 2007, c. 231, §40 (AFF).]

B. A partner in a limited liability partnership is not liable directly or indirectly, including by way of indemnification, contribution, assessment or otherwise, for debts, obligations and liabilities however chargeable to the partnership or to another partner or partners, whether in tort, contract or otherwise, arising from omissions, negligence, wrongful acts, misconduct or malpractice committed by another partner, employee, agent or representative of the partnership in the course of the partnership business while the partnership is a limited liability partnership. [PL 2007, c. 231, §35 (NEW); PL 2007, c. 231, §40 (AFF).]

C. For purposes of defining an obligation to which paragraph B applies, the term of an obligation is the original term of the obligation plus, unless otherwise agreed in writing by the obligor partnership and the obligee, any period as to which the obligor partnership has an option to unilaterally renew or extend the term of such obligation. [PL 2007, c. 231, §35 (NEW); PL 2007, c. 231, §40 (AFF).]

[PL 2007, c. 231, §35 (NEW); PL 2007, c. 231, §40 (AFF).]

SECTION HISTORY

PL 2005, c. 543, §A2 (NEW). PL 2007, c. 231, §35 (AMD). PL 2007, c. 231, §40 (AFF).

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