

§1081. Events causing dissolution and winding up of partnership business

A partnership is dissolved, and its business must be wound up, only upon the occurrence of any of the following events: [PL 2005, c. 543, Pt. A, §2 (NEW).]

1. Notice of express will to withdraw. In a partnership at will, the partnership's having notice from a partner, other than a partner who is dissociated under section 1061, subsections 2 to 10, of that partner's express will to withdraw as a partner, or on a later date specified by the partner; [PL 2005, c. 543, Pt. A, §2 (NEW).]

2. Dissolution before expiration of term. In a partnership for a definite term or particular undertaking:

A. Within 90 days after a partner's dissociation by death or otherwise under, section 1061, subsections 6 to 10 or wrongful dissociation under section 1062, subsection 2, the express will of at least 1/2 of the remaining partners to wind up the partnership business, for which purpose a partner's rightful dissociation pursuant to section 1062, subsection 2, paragraph B, subparagraph (1) constitutes the expression of that partner's will to wind up the partnership business; [PL 2005, c. 543, Pt. A, §2 (NEW).]

B. The express will of all of the partners to wind up the partnership business; or [PL 2005, c. 543, Pt. A, §2 (NEW).]

C. The expiration of the term or the completion of the undertaking; [PL 2005, c. 543, Pt. A, §2 (NEW).]
[PL 2005, c. 543, Pt. A, §2 (NEW).]

3. Event in partnership agreement. An event agreed to in the partnership agreement resulting in the winding up of the partnership business; [PL 2005, c. 543, Pt. A, §2 (NEW).]

4. Unlawful continuation; cure. An event that makes it unlawful for all or substantially all of the business of the partnership to be continued, but a cure of illegality within 90 days after notice to the partnership of the event is effective retroactively to the date of the event for purposes of this section; [PL 2005, c. 543, Pt. A, §2 (NEW).]

5. Judicial determination; application by partner. On application by a partner, a judicial determination that:

A. The economic purpose of the partnership is likely to be unreasonably frustrated; [PL 2005, c. 543, Pt. A, §2 (NEW).]

B. Another partner has engaged in conduct relating to the partnership business that makes it not reasonably practicable to carry on the business in partnership with that partner; or [PL 2005, c. 543, Pt. A, §2 (NEW).]

C. It is not otherwise reasonably practicable to carry on the partnership business in conformity with the partnership agreement; or [PL 2005, c. 543, Pt. A, §2 (NEW).]
[PL 2005, c. 543, Pt. A, §2 (NEW).]

6. Judicial determination; application by transferee. On application by a transferee of a partner's transferable interest, a judicial determination that it is equitable to wind up the partnership business:

A. After the expiration of the term or completion of the undertaking, if the partnership was for a definite term or particular undertaking at the time of the transfer or entry of the charging order that gave rise to the transfer; or [PL 2005, c. 543, Pt. A, §2 (NEW).]

B. At any time, if the partnership was a partnership at will at the time of the transfer or entry of the charging order that gave rise to the transfer. [PL 2005, c. 543, Pt. A, §2 (NEW).]
[PL 2005, c. 543, Pt. A, §2 (NEW).]

SECTION HISTORY

PL 2005, c. 543, §A2 (NEW).

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