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By: **Chairman, Economic Matters Committee (Commission on Uniform State Laws)**

Introduced and read first time: February 17, 1998  
Assigned to: Rules and Executive Nominations  
Re-referred to: Economic Matters, February 23, 1998

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Committee Report: Favorable with amendments  
House action: Adopted  
Read second time: March 24, 1998

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CHAPTER \_\_\_\_\_

1 AN ACT concerning

2 **Uniform Partnership Act - Technical Provisions**

3 FOR the purpose of recodifying the text of the Uniform Partnership Act, which has  
4 been superseded, except under certain circumstances, by the Maryland Revised  
5 Uniform Partnership Act; providing for the termination of the Uniform  
6 Partnership Act on the date after which its provisions may not legally be  
7 applicable to any partnership in the State; making certain technical changes;  
8 and generally relating to the Uniform Partnership Act and the Maryland  
9 Revised Uniform Partnership Act.

10 BY renumbering  
11 Article - Corporations and Associations  
12 Section 9-101 through 9-1205, respectively, and the subtitles  
13 to be Section 9A-101 through 9A-1205, respectively  
14 Annotated Code of Maryland  
15 (1993 Replacement Volume and 1997 Supplement)  
16 (As enacted by Chapter 654 of the Acts of the General Assembly of 1997)

17 BY adding to  
18 Article - Corporations and Associations  
19 Section 9-1001 to be under the new subtitle "Subtitle 10. Applicability and  
20 Termination of Title"  
21 Annotated Code of Maryland  
22 (1993 Replacement Volume and 1997 Supplement)

1 BY repealing and reenacting, with amendments,  
2 Article - Corporations and Associations  
3 Section 9A-1204 to be under the amended title "Title 9A. Maryland Revised  
4 Uniform Partnership Act"  
5 Annotated Code of Maryland  
6 (1993 Replacement Volume and 1997 Supplement)  
7 (As enacted by Chapter 654 of the Acts of the General Assembly of 1997 and  
8 Section 1 of this Act)

9 BY repealing  
10 Chapter 654 of the Acts of the General Assembly of 1997  
11 Section 1

12 **Preamble**

13 ~~WHEREAS, The General Assembly enacted the Maryland Revised Uniform~~  
14 ~~Partnership Act (Chapter 654 of the Acts of 1997), as drafted by the National~~  
15 ~~Conference of Commissioners of Uniform State Laws; and~~

16 ~~WHEREAS, The revised law provides that a partnership formed before the~~  
17 ~~revision's effective date of July 1, 1998 shall continue to operate under the provisions~~  
18 ~~of the old law until the end of the year 2002, unless the partnership chooses to come~~  
19 ~~under the revised law; and~~

20 ~~WHEREAS, Chapter 654 repealed the text of the old law from the Annotated~~  
21 ~~Code, which may result in confusion for those partnerships that will remain under the~~  
22 ~~old law prior to the end of 2002; and~~

23 ~~WHEREAS, The intent of this Act is to recodify the old Uniform Partnership~~  
24 ~~Act, adjacent to the new Maryland Revised Uniform Partnership Act, solely for the~~  
25 ~~purpose of clarifying the existence, until 2002, of two distinct bodies of law that~~  
26 ~~govern partnerships in the State; and~~

27 ~~WHEREAS, This Act does not make any substantive change in the law; now,~~  
28 ~~therefore;~~

29 SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF  
30 MARYLAND, That Section(s) 9-101 through 9-1205, respectively, and the subtitles  
31 of Article - Corporations and Associations of the Annotated Code of Maryland (as  
32 enacted by Chapter 654 of the Acts of the General Assembly of 1997) be renumbered  
33 to be Section(s) 9A-101 through 9A-1205, respectively.

34 SECTION 2. BE IT ENACTED BY THE GENERAL ASSEMBLY OF  
35 MARYLAND, That the Laws of Maryland read as follows:

1 **Article - Corporations and Associations**

2 Title 9. Uniform Partnership Act.

3 SUBTITLE 10. APPLICABILITY AND TERMINATION OF TITLE.

4 9-1001.

5 (A) (1) SUBJECT TO PARAGRAPH (2) OF THIS SUBSECTION, THIS TITLE 9 IS  
6 APPLICABLE ONLY TO A PARTNERSHIP FORMED BEFORE JULY 1, 1998 OR A  
7 PARTNERSHIP CONTINUING THE BUSINESS OF A DISSOLVED PARTNERSHIP, FORMED  
8 PRIOR TO JULY 1, 1998, UNDER § 9-601 OF THIS TITLE.

9 (2) THIS TITLE IS NOT APPLICABLE TO A PARTNERSHIP FORMED  
10 BEFORE JULY 1, 1998 THAT ELECTS, UNDER § 9A-1204 OF THIS ARTICLE, TO BE  
11 GOVERNED BY THE MARYLAND REVISED UNIFORM PARTNERSHIP ACT.

12 (B) THIS TITLE SHALL TERMINATE AND BE OF NO EFFECT AFTER DECEMBER  
13 31, 2002.

14 Title [9] 9A. MARYLAND REVISED Uniform Partnership Act

15 9A-1204.

16 (a) Before January 1, 2003, this title governs only a partnership formed:

17 (1) [After] ON OR AFTER July 1, 1998, unless that partnership is  
18 continuing the business of a dissolved partnership under § 9-601 of [the Corporations  
19 and Associations Article in effect immediately prior to July 1, 1998] THIS ARTICLE; or

20 (2) Before July 1, 1998, that elects, as provided by subsection (c), to be  
21 governed by this title.

22 (b) After December 31, 2002, this title governs all partnerships.

23 (c) Before January 1, 2003, a partnership voluntarily may elect, in the  
24 manner provided in its partnership agreement or by law for amending the  
25 partnership agreement, to be governed by this title. With respect to liabilities of the  
26 partnership arising after such election, the provisions of this title relating to the  
27 liability of the partnership's partners to third parties, other than those provisions  
28 dealing with registered limited liability partnerships, apply to limit those partners'  
29 liability to a third party who had done business with the partnership within 1 year  
30 prior to the partnership's election to be governed by this title, only if the third party  
31 knows or has received a notification of the partnership's election to be governed by  
32 this title before the liability is incurred.

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**Chapter 654 of the Acts of 1997**

2 [SECTION 1. AND BE IT FURTHER ENACTED, That Section(s) 9-101  
3 through 9-912, inclusive, and various subtitles of Article - Corporations and  
4 Associations of the Annotated Code of Maryland be repealed.]

5 SECTION 3. AND BE IT FURTHER ENACTED, That the publisher of the  
6 Annotated Code, in consultation with the Department of Legislative Services, shall  
7 correct any reference in the Code made obsolete by this Act.

8 SECTION 4. AND BE IT FURTHER ENACTED, That this Act shall take effect  
9 June 1, 1998.