

Act No. 131
Public Acts of 2018
Approved by the Governor
May 2, 2018
Filed with the Secretary of State
May 3, 2018
EFFECTIVE DATE: August 1, 2018

**STATE OF MICHIGAN
99TH LEGISLATURE
REGULAR SESSION OF 2018**

Introduced by Senators Brandenburg, Colbeck, Proos, Zorn, Hune, Hansen, Kowall, Emmons, Pavlov, Robertson, Jones, Green, Marleau, Knollenberg, Casperson, Hildenbrand, Booher, Stamas and Schmidt

ENROLLED SENATE BILL No. 841

AN ACT to amend 1917 PA 72, entitled “An act to define partnerships; the relation of partners to persons dealing with the partnership; the relation of partners to one another; to provide for the dissolution and winding up of partnerships; to prescribe powers and duties of certain state agencies and officials; and to make uniform the law relating to partnerships,” by amending section 46 (MCL 449.46), as added by 1994 PA 323.

The People of the State of Michigan enact:

Sec. 46. (1) Except as provided in subsections (2) and (5), a debt, obligation, or other liability of a partnership incurred while the partnership is a registered limited liability partnership is solely the debt, obligation, or other liability of the registered limited liability partnership. A partner is not personally liable, directly or indirectly, by way of contribution or otherwise, for a debt, obligation, or other liability of the registered limited liability partnership solely by reason of being or acting as a partner. This subsection applies regardless of the dissolution of the registered limited liability partnership.

(2) Subsection (1) does not affect the liability of a partner in a registered limited liability partnership for the partner’s own negligence, wrongful acts, omissions, misconduct, or malpractice, or that of any individual who is under the partner’s direct supervision and control, that results in a debt, obligation, or other liability of the registered limited liability partnership.

(3) Except as provided in subsection (2), a partner in a registered limited liability partnership is not a proper party to a proceeding by or against the registered limited liability partnership, the object of which is to recover damages or enforce a debt, obligation, or other liability for which a partner is not liable under subsection (1).

(4) The failure of a registered limited liability partnership to observe any applicable formalities relating to the exercise of its powers or management of its business is not a ground for imposing liability on a partner for a debt, obligation, or other liability of the registered limited liability partnership.

(5) Subsection (1) does not affect the personal liability of a partner for a debt, obligation, or other liability of the registered limited liability partnership incurred or arising before the effective date of the amendatory act that added this subsection.

Enacting section 1. This amendatory act takes effect 90 days after the date it is enacted into law.

This act is ordered to take immediate effect.



Secretary of the Senate



Clerk of the House of Representatives

Approved

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Governor