

UNIFORM PARTNERSHIP ACT (EXCERPT)
Act 72 of 1917

449.46 Registered limited liability partnership; liability of partner.

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.

History: Add. 1994, Act 323, Imd. Eff. Oct. 12, 1994;—Am. 2018, Act 131, Eff. Aug. 1, 2018.