

UNIFORM
LAWS
ANNOTATED

MASTER EDITION

**UNIFORM LAWS
ANNOTATED**

Volume 6 Pt. II

**Business and Nonprofit Organizations
and Associations Laws**

With
Annotations From State and Federal Courts



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PREFACE

New Volume 6, Part II of the Master Edition of Uniform Laws Annotated contains the text of the following Uniform Acts relating to business and non-profit organizations and associations laws:

Uniform Partnership Act (1914), §§ 18 to 45

These acts were drafted by the National Conference of Commissioners on Uniform State Laws and recommended for adoption in all states. This volume provides a convenient reference to the text of such statutes and the up-to-date judicial constructions thereof in all of the adopting jurisdictions.

NATIONAL CONFERENCE OF COMMISSIONERS ON UNIFORM STATE LAWS

The National Conference of Commissioners on Uniform State Laws was organized in 1892 to promote uniformity in state law, on all subjects where uniformity is desirable and practicable, by voluntary action of each state government. It is composed of Commissioners from each state, the District of Columbia, and Puerto Rico. The number, terms of appointment, and appointment process varies from state to state. In most cases, an average of four Commissioners are appointed by the Governor or by the legislature, under express legislative authority, for three-year periods. The membership is composed of lawyers, judges, legislators, and law school professors. All Commissioners are members of the bar. They are united in a permanent, state supported organization, under a constitution and bylaws, and meet annually immediately preceding the American Bar Association annual meeting. The record of the organization's activities, reports and approved Acts are printed in the Annual Proceedings.

The National Conference works through Standing and Special Committees. Proposals for Uniform Acts, received from many sources, are referred to the Standing Committee on Scope and Program which makes an investigation, and reports to the Executive Committee on whether the subject is appropriate for attention by the Conference, in keeping with specific criteria. If the Conference decides to accept a subject, a Special Committee of Commissioners is appointed to prepare a series of drafts of an Act. Tentative drafts are discussed and considered, section by section, by the entire Conference at no fewer than two Annual Meetings before the Conference may decide, by a vote of states, whether to promulgate the draft as a Uniform Act. Each Act is, thus, subjected to the criticism, correction and recommendation of the Commissioners who represent the experience and judgment of a select body of lawyers chosen from every part of the United States.

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The offices of the National Conference are located at 211 E. Ontario Street, Suite 1300, Chicago, Illinois 60611. Telephone Number: (312) 915-0195.

OFFICIAL COMMENTS

The notes or comments prepared by the Commissioners on Uniform State Laws in explanation of a particular Act appear under the Prefatory Note preceding the text of such Act, while the notes and comments prepared in explanation of specific sections of an Act are carried under the relevant sections thereof.

TABLE OF ADOPTING JURISDICTIONS

Where one or more jurisdictions have substantially adopted one of the Uniform or Model Acts contained in this volume, a table will be found at the beginning of the act specifying the adopting jurisdiction, enacting legislation, effective date and statutory citation.

It should be noted that it is often very difficult to determine whether a jurisdiction has sufficiently adopted the major provisions of the Official Uniform Act Text so that it may be deemed a substantial adoption thereof. This is particularly so, as often happens, when the adopting jurisdiction either omits the term "Uniform" from the title of its Act and/or otherwise departs from the title used in the Official Uniform Act Text. In those instances, the Editorial Staff of the Publisher has used its best professional discretion to make that determination for the purposes of this volume.

The statutory citations found in the table are, of course, subject to change from year to year as a jurisdiction's version of an Act is amended or renumbered. Any major renumbering or recodification will generally be explained in the General Statutory Notes preceding the text of the Act. Similarly, where a jurisdiction which once appeared in the table is omitted in a later supplement, the reason for the omission (generally a repeal) will be found in the General Statutory Notes.

GENERAL STATUTORY NOTES

The General Statutory Notes which precede the text of the Uniform or Model Acts contained in this volume, offer a variety of information relating to the enactment of those Acts by the various jurisdictions. They supplement the information found under the heading "Action in Adopting Jurisdictions" and the subheading "Variations from Official Text" in the individual sections

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of the Act. Together, these features provide a general guide to the version of the Uniform or Model Act adopted by those jurisdictions.

Perhaps the most important type of information set forth in the General Statutory Notes is concerned with sections enacted in an adopting jurisdiction which are additional to the sections contained in the Official Text of the Uniform or Model Act. The General Statutory Notes will set forth in full the text of any such additional sections.

The General Statutory Notes will also set forth information serving to account for jurisdictions which have been omitted from the Table of Adopting Jurisdictions because they have repealed their versions of the Uniform or Model Act, or because they have enacted such amendments thereto that their versions can no longer be considered substantial adoptions of the Uniform or Model Act. In some instances, such repeals or amendments involve the replacement of one version of a Uniform or Model Act with another version thereof, e.g., replacement of the 1914 version of the Uniform Partnership Act with the 1997 Uniform Partnership Act.

The categories of information mentioned above are the ones most commonly found in the General Statutory Notes. The list, however, is by no means all inclusive. The Editorial Staff of the Publisher has made every effort to include all such material as will provide the best possible foundation for further research.

ACTION IN ADOPTING JURISDICTIONS

Variations that occur between the text of an Official Uniform Act text section and the corresponding text section of an adopting jurisdiction are carried under the heading "Action in Adopting Jurisdictions". Under this heading, in the sections affected, will be found an alphabetical listing of the relevant jurisdictions with an explanatory note pointing out the differences between the texts.

In many jurisdictions, additional provisions that are not contained in the Official Text have been enacted. These provisions are reflected in the General Statutory Notes preceding the text of the particular Act.

JURISDICTIONS ADOPTING UNIFORM ACT IN MANNER PRECLUDING COMPARATIVE NOTES

Not infrequently a jurisdiction will substantially adopt the major provisions of a Uniform Act and, yet, depart from the official text in such a manner that the various instances of substituted, omitted, and added matter cannot be clearly indicated by statutory notes. Where this has occurred for a particular jurisdiction, the General Statutory Notes found near the begin-

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ning of the Uniform Act will so state. In such a case, there will not be any notes for that jurisdiction under the headings "Action in Adopting Jurisdictions" and "Variations from Official Text" in the individual sections of the Uniform Act.

ANNOTATIONS OR NOTES OF DECISIONS

The annotations or constructions by the courts of the Uniform and Model Acts herein are complete from earliest times to date. They cover all decisions of courts of record in the adopting jurisdictions, as well as those of the Supreme Court of the United States and other Federal Courts construing such Uniform Acts. The annotations herein close with cases reported in:

<i>Reports</i>	<i>Citations</i>
Atlantic Reporter, Second Series -----	756 A.2d 1249
California Reporter, Second Series -----	99 Cal.Rptr.2d 743
New York Supplement, Second Series -----	712 N.Y.S.2d 83
North Eastern Reporter, Second Series -----	733 N.E.2d 1234
North Western Reporter, Second Series -----	615 N.W.2d 211
Pacific Reporter, Third Series -----	6 P.3d 667
South Eastern Reporter, Second Series -----	532 S.E.2d 369
South Western Reporter, Third Series -----	23 S.W.3d 609
Southern Reporter, Second Series -----	763 So.2d 229
Federal Reporter, Third Series -----	221 F.3d 194
Federal Supplement, Second Series -----	106 F.Supp.2d 996
Federal Rules Decisions -----	196 F.R.D. 78
Bankruptcy Reporter -----	251 B.R. 924
Federal Claims Reporter -----	47 Fed.Cl. 315
Supreme Court Reporter -----	120 S.Ct. 2801
United States Reports -----	530 U.S. (part)
Lawyers' Edition, Second Series -----	147 L.Ed.2d 1005
Other Standard Reports	

The annotations appear under numbered notes so that the user, by referring to the same numbered note in the Pocket Part, can readily locate the most recent decisions on the same point.

An alphabetical index to the annotations or constructions by the courts will be found preceding the annotations under each section.

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LAW REVIEW COMMENTARIES

Copious references to informative articles and discussions in Law Reviews and other legal periodicals, relating to various aspects of the Uniform Acts herein, appear under the sections to which they are pertinent.

LIBRARY REFERENCES

Another helpful feature of this edition consists of the references keyed to topics in the American Digest System, wherein cases from all jurisdictions on related material are annotated, and to sections of Corpus Juris Secundum which discuss the prevailing authority on related subject matter.

INDEX TO TEXT

A separate alphabetical descriptive-word index to the text of the Uniform Partnership Act (1914) will be found at the end of this volume.

November, 2001

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This Guide will help you retrieve cases in which a court has cited a uniform or model law in its "official" style. Keep in mind that enacting states commonly organize their statutes in ways that don't follow the "official" style, and that courts often cite a uniform law by its local designation instead of its "official" designation. Although the illustrative queries below will be effective if an "official" citation appears in an opinion, you may wish to search as well for state-specific citations.

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To retrieve cases citing a section of a uniform or model law using its “official” citation, sign on to the desired database and enter a query in one of the following forms:

Uniform Commercial Code (U.L.A. vols. 1-5)

U.C.C. “Uniform Commercial” /7 2-315

*Business and Nonprofit Organization and
Associations Laws (U.L.A. vols. 6-6A)*

U.L.P.A. “Uniform Limited” /7 26

Business and Financial Laws (U.L.A. vols. 7-7C)

“Uniform Arbitration” /7 12

“Uniform Condominium” /7 4-101

U.C.C.C. “Uniform Consumer Cred” /7 3.303

“Uniform Consumer Sales” /7 4

“Uniform Deceptive” /7 2

“Uniform Division” /7 9

“Uniform Fiduciaries” /7 2

“Uniform Fraudulent Transfer” /7 3

“Uniform Principal” /7 12

“Uniform Residential” /7 4.201

“Uniform Securities” /7 401

“Uniform Trusts” /7 14

Estate, Probate and Related Laws (U.L.A. vols. 8-8C)

U.P.C. “Uniform Probate” /7 3-703

“Uniform Anatomical” /7 7

“Uniform Disclaimer” +5 Intestacy /7 3

“Uniform Disposition” +5 Unclaimed /7 16

“Uniform Estate” /7 5

“Uniform Gifts” /7 2

“Uniform Probate” +5 Foreign /7 2

“Uniform Simultaneous” /7 5

“Uniform Unclaimed” /7 2

“Uniform Veterans” /7 5

Matrimonial, Family and Health Laws (U.L.A. vols. 9-9C)

“Uniform Adoption” /7 19

“Uniform Alcoholism” /7 2

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“Uniform Child” /7 6

“Uniform Civil” /7 2

“Uniform Controlled” /7 101

Uniform Model +2 Juvenile /7 19

“Uniform Marital” /7 18

“Uniform Marriage” /7 307

“Uniform Parentage” /7 4

Uniform +4 Paternity /7 2

“Uniform Premarital” /7 8

“Uniform Reciprocal” /7 23

*Uniform Rules of Criminal Procedure
Model Penal Code (U.L.A. vols. 10, 10A)*

“Uniform Rules” +2 Criminal /7 71

“Model Penal” /7 4.01

“Model Sentencing” /7 3–109

Criminal Law and Procedure (U.L.A. vols. 11, 11A)

Uniform +5 Attendance /15 3

Uniform + 2 Victims /7 13

Uniform +2 Extradition /7 10

Uniform +5 Rendition /7 2–104

“Uniform Post–conviction” /7 8

Civil Procedure and Remedial Laws (U.L.A. vols. 12–15A)

“Uniform Contribution” /7 4

“Uniform Brain” /7 1

“Uniform Class” /7 3

“Uniform Comparative” /7 4

“Uniform Conflict” /7 2

“Uniform Declaratory” /7 8

“Uniform Enforcement” /7 6

Foreign +3 Recognition /7 4

“Uniform Insurers” /7 5

“Uniform Interstate” /7 1.05

Uniform +2 Selection /7 8

Uniform +2 Evidence /7 608

Uniform +3 Accident /7 13

“Model Periodic” /7 7

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Model +2 Administrative /7 15

“Uniform Trade” /7 3

The preceding illustrative queries don't cover all the uniform or model acts in U.L.A. Some acts are cited by the courts very infrequently; others are too recent to have developed a significant citation history.

Although the preceding illustrative queries have been developed to aid in retrieving cases that cite a specific section, they can also be used more generally to retrieve cases that cite to the entire act. For example, to retrieve cases that cite the Uniform Paternity Act, irrespective of the section cited, a query in this form is effective.

“Uniform Paternity”

This approach is most useful if the act is short or infrequently cited.

Updating Your Research

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Acknowledgment

Official Text and Comments

Acknowledgment is gratefully made to the National Conference of Commissioners on Uniform State Laws for permission to reproduce the Official Text and Comments for the Uniform Act included herein.

November, 2001

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CITE THIS BOOK

Uniform Partnership Act (1914)

(U.L.A.) § _____.

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UNIFORM LAWS ANNOTATED

UNIFORM PARTNERSHIP ACT

1914 ACT

See, also, the Uniform Partnership Act (1997), ante.

Table of Jurisdictions Wherein Act Has Been Adopted

Jurisdiction	Laws	Effective Date	Statutory Citation
Alaska ⁶	1917, c. 69	5-3-1917 *	AS 32.05.010 to 32.05.995.
Arkansas ¹	1941, Act 263	3-26-1941 *	A.C.A. §§4-42-101 to 4-42-706.
Colorado ⁴	1931, c. 129	4-17-1931 *	West's C.R.S.A. §§ 7-60-101 to 7-60-154.
Delaware ³	1947, c. 229	4-8-1947 *	6 Del.C. §§ 1501 to 1553.
Georgia	1984, p. 1439	4-1-1985	O.C.G.A. §§ 14-8-1 to 14-8-61.
Illinois	1917, p. 625	7-1-1917	S.H.A. 805 ILCS 205/1 to 205/52.
Indiana	1949, c. 114	1-1-1950	West's A.I.C. 23-4-1-1 to 23-4-1-43.
Kentucky	1954, c. 38	3-24-1954 *	KRS 362.150 to 362.360.
Maine	1973, c. 377	10-3-1973	31 M.R.S.A. §§ 281 to 323.
Massachusetts	1922, c. 486	1-1-1923	M.G.L.A. c. 108A, §§ 1 to 49.
Michigan	1917, No. 72	4-17-1917 *	M.C.L.A. §§ 449.1 to 449.48.
Minnesota ²	1921, c. 487	6-1-1921	M.S.A. §§ 323.01 to 323.49.
Mississippi	1976, c. 407	4-1-1977	Code 1972, §§ 79-12-1 to 79-12-119.
Missouri	1949, p. 506	8-9-1949 *	V.A.M.S. §§ 358.010 to 358.520.
Nevada	1931, c. 74	7-1-1931	N.R.S. 87.010 to 87.560.
New Hampshire	1973, c. 378	8-29-1973	RSA 304-A:1 to 304-A:55.
New York	1919, c. 408	10-1-1919	McKinney's Partnership Law, §§ 1 to 74, 121-1500 to 121-1506.
North Carolina	1941, c. 374	3-15-1941	G.S. §§ 59-31 to 59-73.7
Ohio	1949, p. 329	9-14-1949	R.C. §§ 1775.01 to 1775.42, 1775.61 to 1775.65.
Oregon ⁵	1939, c. 550	3-31-1939	ORS 68.010 to 68.790.
Pennsylvania	1915, P.L. 18	7-1-1915	15 Pa.C.S.A. §§ 8301 to 8365.
Rhode Island	1957, c. 74	10-1-1957	Gen.Laws 1956, §§ 7-12-12 to 7-12-59.
South Carolina	1950, p. 1841	2-13-1950	Code 1976, §§ 33-41-10 to 33-41-1220.
Utah	1921, c. 89	5-10-1921	U.C.A.1953, 48-1-1 to 48-1-48.
Wisconsin	1915, c. 358	7-6-1915 *	W.S.A. 178.01 to 178.53.

* Date of Approval.

¹ Enacted the Uniform Partnership Act (1997) effective January 1, 2000, and repeals §§ 4-42-101 to 4-42-702 of the Uniform Partnership Act (1914) effective January 1, 2005. See General Statutory Note, post.

² Enacted the Uniform Partnership Act (1997) effective January 1, 1999, and repeals M.S.A. §§ 323.01 to 323.47 of the Uniform Partnership Act (1914) effective January 1, 2002. See General Statutory Note, post.

³ Enacted the Uniform Partnership Act (1997) effective January 1, 2000, and repeals the Uniform Partnership Act (1914) effective January 1, 2002. See General Statutory Note, post.

⁴ Enacted the Uniform Partnership Act (1997) effective January 1, 1998, without repealing the Uniform Partnership Act (1914).

⁵ Enacted the Uniform Partnership Act (1997) effective January 1, 1998, repeals ORS 68.010 to 68.650 of the Uniform Partnership Act (1914) effective January 1, 2003, and repealed ORS 68.670 to 68.790 of the Uniform Partnership Act (1914) effective January 1, 1998. See General Statutory Note, post.

⁶ Enacted the Uniform Partnership Act (1997) effective January 1, 2001, and repeals the Uniform Partnership Act (1914) effective January 1, 2004. See General Statutory Note, post.

Prefatory Note

The subject of a uniform law on partnership was taken up by the Conference of Commissioners on Uniform State Laws in 1902, and the Committee on Commercial Law was instructed to employ an expert and prepare a draft to be submitted to the next annual Conference. (See Am. Bar Assn. Report for 1902, p. 477.) At the meeting in 1903 the committee reported that it had secured the services of James Barr Ames, Dean of the Law School of Harvard University, as expert to draft the act. (See Am. Bar Assn. Report for 1903, p. 501.)

In 1905 the Committee on Commercial Law reported progress on this subject, and a resolution was passed by the Conference, directing that a draft be prepared upon the mercantile theory. (See Am. Bar Assn. Reports, 1905, pp. 731-738.) And in 1909 the committee reported that it had in its hands a draft of an act on this subject, which draft was recommitted to the committee for revision and amendment, with directions to report to the next Conference for discussion and action. (See Report, C.U.S.L., 1906, p. 40.)

In 1907 the matter was brought before the Conference and postponed until the 1908 meeting. (See Report, C.U.S.L., 1907, p. 93.) In 1908 the matter was discussed by the Conference. (See Am. Bar Assn. Reports, 1908, pp. 983, 1048.) And in 1909 the Second Tentative Draft of the Partnership Act was introduced and discussed. (See p. 1081 of Am. Bar Assn. Reports for 1909.)

In 1910 the committee reported that on account of the death of Dean Ames no progress had been made, but that Dr. Wm. Draper Lewis, then Dean and now Professor of Law at the Law School of the University of Pennsylvania, and Mr. James B. Lichtenberger, of the Philadelphia Bar, had prepared a draft of a partnership act on the so-called entity idea, with the aid of the various drafts and notes of Dean Ames, and that they had also submitted a draft of a proposed uniform act, embodying the theory that a partnership is an aggregate of individuals associated in business, which is that at present accepted in nearly all the states of the Union. (See Report, C.U.S.L., 1910, p. 142.) Dean Lewis expressed his belief that with certain modifications the aggregate or common law theory should be adopted. A resolution was passed by the Conference that any action that might have theretofore been adopted by it, tending to limit the Committee on Commercial Law in its consideration of the partnership law to what is known as the entity theory, be rescinded and that the committee be allowed and directed to consider the subject of partnership at large as though no such resolution had been adopted by the Conference. (See p. 52.)

In the fall of 1910 the committee invited to a Conference, held in Philadelphia, all the teachers of, and writers on, partnerships, besides several other lawyers known to have made a special study of the subject. There was a large attendance. For two days the members of the committee and their guests discussed the theory on which the proposed act should be drawn. At the conclusion of the discussion the experts present recommended that the act be drawn on the aggregate or common law theory, with the modification that the partners be treated as owners of partnership property holding by a special tenancy which should be called tenancy in partnership. (See section 25 of the act recommended.) Accordingly, at the meeting of the Conference in the summer of 1911, the committee reported that, after hearing the discussion of experts, it had voted that Dean Lewis be requested to prepare a draft of a partnership act on the so-called common law theory. (See Report, C.U.S.L., 1911, p. 149.)

The committee reported another draft of the act to the Conference at its session in 1912, drawn on the aggregate or common law theory, with the modification referred to. At this session the Conference spent several days in