

be signed also by the member to be substituted or added, and when a limited partner is to be substituted, the amendment shall also be signed by the assigning limited partner.

(2) The writing to cancel a certificate shall be signed by all members.

(3) A person desiring the cancellation or amendment of a certificate, if any person designated in paragraphs (1) and (2) as a person who must execute the writing refuses to do so, may petition the Circuit Court of the County or the Superior Court of Baltimore City to direct a cancellation or amendment thereof.

(4) If the court finds that the petitioner has a right to have the writing executed by a person who refuses to do so, it shall order the Clerk of the Court in the office where the certificate is recorded to record the cancellation or amendment of the certificate; and where the certificate is to be amended, the court shall also cause to be filed for record in said office a certified copy of its decree setting forth the amendment.

(5) A certificate is amended or cancelled when there is filed for record in the office of the Clerk of the Court where the certificate is recorded

(a) A writing in accordance with the provisions of paragraph (1), or (2) or

(b) A certified copy of the order of court in accordance with the provisions of paragraph (4).

(6) After the certificate is duly amended in accordance with this section, the amended certificate shall thereafter be for all purposes the certificate provided for by this article.

See notes to sec. 9.

An. Code, sec. 22D. 1918, ch. 280, sec. 22D.

**26. (PARTIES TO ACTIONS.)** A contributor, unless he is a general partner, is not a proper party to proceedings by or against a partnership, except where the object is to enforce a limited partner's right against or liability to the partnership.

An. Code, sec. 22E. 1918, ch. 280, sec. 22E.

**27. (NAME OF ARTICLE.)** This article may be cited as The Uniform Limited Partnership Act.

An. Code, sec. 22F. 1918, ch. 280, sec. 22F.

**28. (RULES OF CONSTRUCTION.)** (1) The rule that statutes in derogation of the common law are to be strictly construed shall have no application to this article.

(2) This article shall be so interpreted and construed as to effect its general purpose to make uniform the law of those states which enact it.

(3) This article shall not be so construed as to impair the obligations of any contract existing when the article goes into effect, nor to affect any action or proceedings begun or right accrued before this article takes effect.

An. Code, sec. 22G. 1918, ch. 280, sec. 22G.

**29. (RULES FOR CASES NOT PROVIDED FOR IN THIS ARTICLE.)** In any case not provided for in this article the rules of law and equity, including the law merchant, shall govern.