

PARTNERSHIP WITHOUT ACTUAL KNOWLEDGE THAT HE IS NOT A GENERAL PARTNER.

REVISOR'S NOTE: This section presently appears as Art. 73, §§6, 7, and 5(2). The provisions of these subsections are consolidated for the purpose of better organization.

In subsection (a) of this section, the word "the" is substituted for the word "such."

Cross-references are conformed.

The only other changes are technical changes in punctuation.

Subsection (b) (1) of this section provides that a limited partner shall not become liable as a general partner unless he takes part in the control of the business. Maryland, however, does not define "take part in the control." The Delaware Limited Partnership Law, a statute that is unique to Delaware and not a uniform statute, substitutes "conducts or transacts" for "takes part in the control." See, also, 82 Harv. L. Rev. 1471 (1967) and 26 Mich. L. Rev. 290 (1928).

10-107. ADMISSION OF ADDITIONAL LIMITED PARTNERS.

AFTER THE FORMATION OF A LIMITED PARTNERSHIP, ADDITIONAL LIMITED PARTNERS MAY BE ADMITTED UPON FILING AN AMENDMENT TO THE ORIGINAL CERTIFICATE IN ACCORDANCE WITH THE REQUIREMENTS OF §10-124 OF THIS TITLE.

REVISOR'S NOTE: This section presently appears as Art. 73, §8. A cross-reference is conformed.

No other changes are made.

10-108. RIGHTS, POWERS, AND LIABILITIES OF A GENERAL PARTNER.

A GENERAL PARTNER SHALL HAVE ALL THE RIGHTS AND POWERS AND BE SUBJECT TO ALL THE RESTRICTIONS AND LIABILITIES OF A PARTNER IN A PARTNERSHIP WITHOUT LIMITED PARTNERS, EXCEPT THAT WITHOUT THE WRITTEN CONSENT OR RATIFICATION OF THE SPECIFIC ACT BY ALL THE LIMITED PARTNERS, A GENERAL PARTNER OR ALL OF THE GENERAL PARTNERS HAVE NO AUTHORITY TO:

- (1) DO ANY ACT IN CONTRAVENTION OF THE CERTIFICATE;
- (2) DO ANY ACT WHICH WOULD MAKE IT IMPOSSIBLE TO