

NOTWITHSTANDING THAT THE PERSON IS A PARTNER, EMPLOYEE, OR AGENT OF A LIMITED LIABILITY PARTNERSHIP AND IS RENDERING THE PROFESSIONAL SERVICES OR ENGAGING IN THE PRACTICE OF THE PROFESSION THROUGH THE LIMITED LIABILITY PARTNERSHIP.

9-401.

The rights and duties of the partners in relation to the partnership shall be determined, subject to any agreement between them, by the following rules.

(1) Each partner shall be repaid his contributions, whether by way of capital or advances to the partnership property and share equally in the profits and surplus remaining after all liabilities, including those to partners, are satisfied; and EXCEPT AS PROVIDED IN § 9-307(B) OF THIS TITLE, EACH PARTNER must contribute towards the losses, whether of capital or otherwise, sustained by the partnership according to his share in the profits.

9-605.

Where the dissolution is caused by the act, death, or bankruptcy of a partner, each partner is liable to his copartners for his share of any liability created by any partner acting for the partnership as if the partnership had not been dissolved unless:

(1) The dissolution being by act of any partner, the partner acting for the partnership had knowledge of the dissolution; [or]

(2) The dissolution being by the death or bankruptcy of a partner, the partner acting for the partnership had knowledge or notice of the death or bankruptcy; OR

(3) THE LIABILITY IS FOR A DEBT, OBLIGATION, OR LIABILITY FOR WHICH THE PARTNER IS NOT LIABLE AS PROVIDED IN § 9-307(B) OF THIS TITLE.

9-607.

(d) The individual property of a deceased partner shall be liable for [all] THOSE obligations of the partnership incurred while he was a partner AND FOR WHICH HE WAS LIABLE UNDER § 9-307 OF THIS TITLE but subject to the prior payment of his separate debts.

9-611.

In settling accounts between the partners after dissolution, the following rules shall be observed, subject to any agreement to the contrary.

(1) The assets of the partnership are:

(i) The partnership property; and

(ii) The contributions of the partners [necessary for the payment of all the liabilities] specified in paragraph [(2)] (4) of this section.

(4) EXCEPT AS PROVIDED IN § 9-307(B) OF THIS TITLE: