

Article - Corporations and Associations

9-307.

(a) Except as provided in subsection (b) of this section, all partners are liable:

(1) Jointly and severally for everything chargeable to the partnership under §§ 9-305 and 9-306; and

(2) Jointly for all other debts and obligations of the partnership; but any partner may enter into a separate obligation to perform a partnership contract.

[(b) Subject to the provisions of subsection (c) of this section, a partner of a partnership registered as a limited liability partnership is not liable for any debts and obligations of the partnership that arise from a negligent or wrongful act or omission of another partner or an employee or agent of the partnership occurring while the partnership is a limited liability partnership.]

(B) SUBJECT TO THE PROVISIONS OF SUBSECTION (C) OF THIS SECTION, A PARTNER OF A PARTNERSHIP REGISTERED AS A LIMITED LIABILITY PARTNERSHIP IS NOT LIABLE OR ACCOUNTABLE, DIRECTLY OR INDIRECTLY, INCLUDING BY WAY OF INDEMNIFICATION, CONTRIBUTION, OR OTHERWISE, FOR ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF OR CHARGEABLE TO THE PARTNERSHIP OR ANOTHER PARTNER, WHETHER ARISING IN TORT, CONTRACT, OR OTHERWISE, WHICH ARE INCURRED, CREATED, OR ASSUMED BY THE PARTNERSHIP WHILE THE PARTNERSHIP IS A REGISTERED LIMITED LIABILITY PARTNERSHIP SOLELY BY REASON OF BEING A PARTNER IN THE PARTNERSHIP OR ACTING OR OMITTING TO ACT IN SUCH CAPACITY OR RENDERING PROFESSIONAL SERVICES OR OTHERWISE PARTICIPATING, AS AN EMPLOYEE, CONSULTANT, CONTRACTOR, OR OTHERWISE, IN THE CONDUCT OF THE BUSINESS OR ACTIVITIES OF THE PARTNERSHIP.

(c) Subsection (b) of this section shall not affect:

(1) The liability of a partner of a limited liability partnership for debts and obligations of the partnership that arise from any negligent or wrongful act or omission of the partner or of another partner, employee, or agent of the partnership if the partner is negligent in appointing~~g, or~~ DIRECTLY supervising~~g, or~~ cooperating with~~g~~ the other partner, employee, or agent;

[(2) The liability of a partner for any debts or obligations of the partnership arising from any cause other than those specified in subsection (b) of this section;]

[(3)](2) The liability of the partnership for all its debts and obligations or the availability of the entire assets of the partnership to satisfy its debts and obligations; or

[(4)](3) The liability of a partner for debts and obligations of the partnership, whether in contract or in tort, that arise from or relate to a contract made by the partnership prior to its registration as a limited liability partnership, unless the registration was consented to in writing by the party to the contract that is seeking to enforce the debt or obligation.