

9-602. PARTNER'S POWER TO DISSOCIATE; WRONGFUL DISSOCIATION.

(A) A PARTNER HAS THE POWER TO DISSOCIATE AT ANY TIME, RIGHTFULLY OR WRONGFULLY, BY EXPRESS WILL PURSUANT TO § 9-601(1) OF THIS SUBTITLE.

(B) A PARTNER'S DISSOCIATION IS WRONGFUL ONLY IF:

(1) IT IS IN BREACH OF AN EXPRESS PROVISION OF THE PARTNERSHIP AGREEMENT; OR

(2) IN THE CASE OF A PARTNERSHIP FOR A DEFINITE TERM OR PARTICULAR UNDERTAKING, BEFORE THE EXPIRATION OF THE TERM OR THE COMPLETION OF THE UNDERTAKING:

(I) THE PARTNER WITHDRAWS BY EXPRESS WILL, UNLESS THE WITHDRAWAL FOLLOWS WITHIN 90 DAYS AFTER ANOTHER PARTNER'S DISSOCIATION UNDER § 9-601(6) THROUGH (10) OF THIS SUBTITLE OR WRONGFUL DISSOCIATION UNDER THIS SUBSECTION;

(II) THE PARTNER IS EXPELLED BY JUDICIAL DETERMINATION UNDER § 9-601(5) OF THIS SUBTITLE;

(III) THE PARTNER IS DISSOCIATED BY REASON OF AN EVENT UNDER § 9-601 OF THIS SUBTITLE; OR

(IV) IN THE CASE OF A PARTNER WHO IS NOT AN INDIVIDUAL, TRUST OTHER THAN A BUSINESS TRUST, OR ESTATE, THE PARTNER IS EXPELLED OR OTHERWISE DISSOCIATED BECAUSE IT WILLFULLY DISSOLVED OR TERMINATED.

(C) A PARTNER WHO WRONGFULLY DISSOCIATES IS LIABLE TO THE PARTNERSHIP AND TO THE OTHER PARTNERS FOR DAMAGES CAUSED BY THE DISSOCIATION. THE LIABILITY IS IN ADDITION TO ANY OTHER OBLIGATION OF THE PARTNER TO THE PARTNERSHIP OR TO THE OTHER PARTNERS.

9-603. EFFECT OF PARTNER'S DISSOCIATION.

(A) IF A PARTNER'S DISSOCIATION RESULTS IN A DISSOLUTION AND WINDING UP OF THE PARTNERSHIP BUSINESS, SUBTITLE 8 APPLIES; OTHERWISE, SUBTITLE 7 APPLIES.

(B) UPON A PARTNER'S DISSOCIATION:

(1) THE PARTNER'S RIGHT TO PARTICIPATE IN THE MANAGEMENT AND CONDUCT OF THE PARTNERSHIP BUSINESS TERMINATES, EXCEPT AS OTHERWISE PROVIDED IN § 9-803 OF THIS TITLE;

(2) THE PARTNER'S DUTY OF LOYALTY UNDER § 9-404(B)(3) OF THIS TITLE TERMINATES; AND

(3) THE PARTNER'S DUTY OF LOYALTY UNDER § 9-404(B)(1) AND (2) OF THIS TITLE AND DUTY OF CARE UNDER § 9-404(C) OF THIS TITLE CONTINUE ONLY WITH REGARD TO MATTERS ARISING AND EVENTS OCCURRING BEFORE THE