

**Maine Revised Statutes**  
**Title 31: PARTNERSHIPS AND ASSOCIATIONS**  
**Chapter 19: UNIFORM LIMITED PARTNERSHIP ACT**

**§1374. PERSON'S POWER TO DISSOCIATE AS GENERAL PARTNER;  
WRONGFUL DISSOCIATION**

**1. Dissociate by express will.** A person has the power to dissociate as a general partner at any time, rightfully or wrongfully, by express will pursuant to section 1373, subsection 1.

[ 2005, c. 543, Pt. C, §2 (NEW) .]

**2. Wrongful dissociation.** A person's dissociation as a general partner is wrongful only if:

A. It is in breach of an express provision of the partnership agreement; or [ 2005, c. 543, Pt. C, §2 (NEW) .]

B. It occurs before the termination of the limited partnership and:

(1) The person withdraws as a general partner by express will;

(2) The person is expelled as a general partner by judicial determination under section 1373, subsection 5;

(3) The person is dissociated as a general partner by becoming a debtor in bankruptcy; or

(4) In the case of a person that is not an individual, trust other than a business trust, or estate, the person is expelled or otherwise dissociated as a general partner because it willfully dissolved or terminated. [ 2005, c. 543, Pt. C, §2 (NEW) .]

[ 2005, c. 543, Pt. C, §2 (NEW) .]

**3. Liability when dissociation wrongful.** A person that wrongfully dissociates as a general partner is liable to the limited partnership and, subject to section 1421, to the other partners for damages caused by the dissociation. The liability is in addition to any other obligation of the general partner to the limited partnership or to the other partners.

[ 2005, c. 543, Pt. C, §2 (NEW) .]

**SECTION HISTORY**

2005, c. 543, §C2 (NEW).

---

The State of Maine claims a copyright in its codified statutes. If you intend to republish this material, we require that you include the following disclaimer in your publication:

*All copyrights and other rights to statutory text are reserved by the State of Maine. The text included in this publication reflects changes made through the Second Special Session of the 128th Maine Legislature and is current through November 1, 2018. The text is subject to change without notice. It is a version that has not been officially certified by the Secretary of State. Refer to the Maine Revised Statutes Annotated and supplements for certified text.*

The Office of the Revisor of Statutes also requests that you send us one copy of any statutory publication you may produce. Our goal is not to restrict publishing activity, but to keep track of who is publishing what, to identify any needless duplication and to preserve the State's copyright rights.

PLEASE NOTE: The Revisor's Office cannot perform research for or provide legal advice or interpretation of Maine law to the public. If you need legal assistance, please contact a qualified attorney.
--