

**48-1d-108 Partnership agreement -- Effect on third parties and relationship to records effective on behalf of partnership.**

- (1) A partnership agreement may specify that its amendment requires the approval of a person that is not a party to the partnership agreement or the satisfaction of a condition. An amendment is ineffective if its adoption does not include the required approval or satisfy the specified condition.
- (2) The obligations of a partnership and its partners to a person in the person's capacity as a transferee or person dissociated as a partner are governed by the partnership agreement. Subject only to a court order issued under Subsection 48-1d-604(2)(b) to effectuate a charging order, an amendment to the partnership agreement made after a person becomes a transferee or is dissociated as a partner:
  - (a) is effective with regard to any debt, obligation, or other liability of the partnership or its partners to the person in the person's capacity as a transferee or person dissociated as a partner; and
  - (b) is not effective to the extent the amendment:
    - (i) imposes a new debt, obligation, or other liability on the transferee or person dissociated as a partner; or
    - (ii) prejudices the rights under Section 48-1d-801 of a person that dissociated as a partner before the amendment was made.
- (3) If a record delivered by a partnership to the division for filing becomes effective under this chapter and contains a provision that would be ineffective under Subsection 48-1d-106(3) or (4)
  - (b) if contained in the partnership agreement, the provision is ineffective in the record.
- (4) Subject to Subsection (3), if a record delivered by a partnership to the division for filing becomes effective under this chapter and conflicts with a provision of the partnership agreement:
  - (a) the partnership agreement prevails as to partners, persons dissociated as partners, and transferees; and
  - (b) the record prevails as to other persons to the extent they reasonably rely on the record.

Enacted by Chapter 412, 2013 General Session