

48-2e-304 Rights to information of limited partner and person dissociated as limited partner.

- (1) On 10 days' demand, made in a record received by the limited partnership, a limited partner may inspect and copy required information during regular business hours in the limited partnership's principal office. The limited partner need not have any particular purpose for seeking the information.
- (2) During regular business hours and at a reasonable location specified by the limited partnership, a limited partner may inspect and copy information regarding the activities, affairs, financial condition, and other circumstances of the limited partnership as is just and reasonable if:
 - (a) the limited partner seeks the information for a purpose reasonably related to the partner's interest as a limited partner;
 - (b) the limited partner makes a demand in a record received by the limited partnership, describing with reasonable particularity the information sought and the purpose for seeking the information; and
 - (c) the information sought is directly connected to the limited partner's purpose.
- (3) Not later than 10 days after receiving a demand pursuant to Subsection (2), the limited partnership in a record shall inform the limited partner that made the demand of:
 - (a) the information the limited partnership will provide in response to the demand and when and where the limited partnership will provide the information; and
 - (b) the limited partnership's reasons for declining, if the limited partnership declines to provide any demanded information.
- (4) Whenever this chapter or a partnership agreement provides for a limited partner to vote on or give or withhold consent to a matter, before the vote is cast or consent is given or withheld, the limited partnership shall, without demand, provide the limited partner with all information that is known to the limited partnership and is material to the limited partner's decision.
- (5) Subject to Subsection (10), on 10 days' demand made in a record received by a limited partnership, a person dissociated as a limited partner may have access to information to which the person was entitled while a limited partner if:
 - (a) the information pertains to the period during which the person was a limited partner;
 - (b) the person seeks the information in good faith; and
 - (c) the person satisfies the requirements imposed on a limited partner by Subsection (2).
- (6) The limited partnership shall respond to a demand made pursuant to Subsection (5) in the manner provided in Subsection (3).
- (7) A limited partnership may charge a person that makes a demand under this section reasonable costs of copying, limited to the costs of labor and material.
- (8) A limited partner or person dissociated as a limited partner may exercise the rights under this section through an agent or, in the case of an individual under legal disability, a legal representative. Any restriction or condition imposed by the partnership agreement or under Subsection (11) applies both to the agent or legal representative and to the limited partner or person dissociated as a limited partner.
- (9) Subject to Subsection (10), the rights under this section do not extend to a person as transferee.
- (10) If a limited partner dies, Section 48-2e-704 applies.
- (11) In addition to any restriction or condition stated in its partnership agreement, a limited partnership, as a matter within the ordinary course of its activities and affairs, may impose reasonable restrictions and conditions on access to and use of information to be furnished under this section, including designating information confidential and imposing nondisclosure and safeguarding obligations on the recipient. In a dispute concerning the reasonableness

of a restriction under this Subsection (11), the limited partnership has the burden of proving reasonableness.

Enacted by Chapter 412, 2013 General Session