

**2007 AMENDMENTS TO THE  
DELAWARE REVISED UNIFORM PARTNERSHIP ACT**

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**Introduction**

The Delaware Revised Uniform Partnership Act, 6 *Del. C.* § 15-101 *et seq.* (the “Act”), has been amended in 2007, as it is periodically, for the purpose of keeping it current and maintaining its preeminence. The 2007 amendments to the Act were contained in Delaware State Senate Bill No. 98, and became effective August 1, 2007. *See* 76 *Del. Laws*, c. 106. Among the provisions of the Act that have been amended are those concerning: defined terms; nonwaivable provisions of the Act; good standing certificates; partnership power; conversion; merger or consolidation; and domestication.

**Defined terms [§ 15-101].** The 2007 amendment to Section 15-101(10) of the Act clarified the intended meaning of the term “partner.”

**Nonwaivable provisions of the Act [§ 15-103].** Senate Bill No. 98 added a new subsection (8) to Section 15-103(b) of the Act. Pursuant to this new provision, the prohibition against a partnership’s having power to issue a certificate of partnership interest in bearer form, set forth in amended Section 15-503(h), may not be varied by the partnership agreement.

**Good standing certificates [§§ 15-105 and 15-1003].** Section 15-105(d) of the Act has been amended in 2007 to confirm that the Delaware Secretary of State shall not issue a certificate of good standing with respect to a Delaware partnership if its statement of partnership existence is cancelled. Similarly, amendments to Section 15-1003 of the Act confirm that a good standing certificate shall not be issued for a limited liability partnership or foreign limited liability partnership if it has not filed an annual report and paid the required filing fee pursuant to such Section or if its statement of qualification or statement of foreign qualification is canceled or revoked.

**Partnership power [§§ 15-503, 15-902, 15-903, and 15-905].** A sentence added to Section 15-503(h) of the Act provides that a partnership shall not have the power to issue a certificate of partnership interest in bearer form. New subsections 15-902(l), 15-903(i), and 15-905(h) of the Act confirm that its partnership agreement may provide that a Delaware partnership lacks the power to merge or consolidate under Section 15-902, to convert under Section 15-903, or to transfer, domesticate or continue under Section 15-905. The amendments adding these new subsections are not intended to imply that the partnership agreement may not deny other powers to a domestic partnership.

**Conversion [§ 15-901].** Section 15-901 of the Act governs the conversion of an “other entity” to a Delaware partnership. In regard to the conversion of an other entity to a Delaware partnership that is a limited liability partnership, the 2007 amendment to Section 15-901(h) eliminates the requirement for obtaining approval of all persons who will be partners.

**Merger or consolidation [§ 15-902].** Section 15-902 of the Act governs the merger or consolidation of a domestic partnership. Amendments to the definition of the term “other business entity” as used in Section 15-902 confirm the flexibility that exists under that Section. The amendment to Section 15-902(h) confirms that, unless otherwise agreed, a merger or consolidation of a domestic partnership does not constitute a dissolution of that partnership.

**Domestication [§ 15-904].** Section 15-904 of the Act governs the domestication of a “non-United States entity” as a Delaware partnership. The 2007 amendments to Section 15-904(g) delete the requirement for obtaining approval of all persons who will be partners in connection with the domestication of a non-United States entity to a Delaware partnership that is a limited liability partnership.