
**2008 AMENDMENTS TO THE
DELAWARE REVISED UNIFORM LIMITED PARTNERSHIP ACT**

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Introduction

The Delaware Revised Uniform Limited Partnership Act, 6 *Del. C.* § 17-101 *et seq.* (the “Act”), has been amended in 2008, as it is periodically, for the purpose of keeping it current and maintaining its preeminence. The 2008 amendments to the Act were contained in Delaware State House Bills Nos. 427 and 520, and became effective August 1, 2008.¹ *See* 76 Del. Laws, c. 386. Among the provisions of the Act that have been amended are those concerning: defined terms; execution of certificates filed with the Delaware Secretary of State; liability of limited partners; and annual tax payable to the Delaware Secretary of State.

Defined terms [§ 17-101]. Section 17-101 of the Act provides definitions for various terms that are used in the statute. House Bill No. 427 amended Section 17-101(9), which defines “limited partnership” and “domestic limited partnership,” and Section 17-101(14), which defines “person.” Section 17-101(9) was amended to make the language of that definition consistent with other provisions of the Act. The amendment to Section 17-101(14) confirms that the intended broad scope of the word “trust” as used in the definition of “person” includes a common law trust, business trust, statutory trust, voting trust, and any other form of trust.

Execution of certificates filed with the Delaware Secretary of State [§§ 17-204, 17-215, and 17-217]. Section 17-204 of the Act addresses the execution of certificates filed with the Secretary of State of the State of Delaware. The 2008 amendment to Section 17-204(a) clarifies that a certificate of limited partnership domestication or a certificate of conversion to limited partnership may be executed either by all general partners or by a person authorized to execute such certificate on behalf of the “non-United States entity” or “other entity,” as the case may be, filing it. Conforming amendments were made to Sections 17-204(c) (addressing the effect of such execution), 17-215(a) (addressing domestication of a “non-United States entity”), and 17-217(a) (addressing conversion of an “other entity”).

Liability of limited partners [§ 17-303]. Under Section 17-303(a) of the Act, a limited partner’s participation in the control of the business of the limited partnership can vitiate the limitation of liability otherwise enjoyed by the limited partner. A new subsection n. has been added to Section 17-303(b)(8), to confirm that a limited partner’s involvement in the activities described in that subsection will not cause the limited partner to be participating in the control of the business for purposes of Section 17-303(a).

¹ The amendment to Section 17-1109 of the Act, contained in House Bill No. 520, however, became effective as of January 1, 2008. *See* 76 Del. Laws, c. 287, §§ 2 and 4.

Annual tax [§ 17-1109]. House Bill No. 520 amended Section 17-1109(a) of the Act, increasing the annual tax payable by limited partnerships from \$200 to \$250.