

362.1-308 Liability of purported partner.

- (1) If a person, by words or conduct, purports to be a partner or consents to being represented by another as a partner in a partnership or with one (1) or more persons not partners, then the purported partner is liable to a person to whom the representation is made, if that person, relying on the representation, enters into a transaction with the actual or purported partnership and the purported partner would have been personally liable for obligations of the partnership under KRS 362.1-306(1).
- (2) Subject to subsection (1) of this section, if the representation, either by the purported partner or by a person with the purported partner's consent, is made in a public manner, then the purported partner is liable to a person who relies upon the purported partnership even if the purported partner is not aware of being held out as a partner to the claimant. If partnership liability results, then the purported partner is liable with respect to that liability as if the purported partner were a partner. If no partnership liability results, then the purported partner is liable with respect to that liability jointly and severally with any other person consenting to the representation.
- (3) Subject to subsection (1) of this section, if a person is thus represented to be a partner in an existing partnership, or with one or more persons not partners, then the purported partner is an agent of persons consenting to the representation to bind them to the same extent and in the same manner as if the purported partner were a partner, with respect to persons who enter into transactions in reliance upon the representation. If all of the partners of the existing partnership consent to the representation, then a partnership act or obligation results. If fewer than all of the partners of the existing partnership consent to the representation, then the person acting and the partners consenting to the representation are jointly and severally liable.
- (4) A person is not liable as a partner merely because the person is named by another in a statement of partnership authority.
- (5) A person does not continue to be liable as a partner merely because of a failure to file a statement of dissociation or to amend a statement of partnership authority to indicate the partner's dissociation from the partnership.
- (6) Except as otherwise provided in subsections (1) and (2) of this section, persons who are not partners as to each other are not liable as partners to other persons.

Effective: July 12, 2006

History: Created 2006 Ky. Acts ch. 149, sec. 35, effective July 12, 2006.