UNIFORM PARTNERSHIP ACT (EXCERPT)
Act 72 of 1917
Part IV
RELATIONS OF PARTNERS TO ONE ANOTHER.

449.18 Rules for determining rights and duties of partners.

Sec. 18.

(Rules determining rights and duties of partners). The rights and duties of the partners in relation to the partnership shall be determined, subject to any agreement between them, by all of the following rules:

(a) Each partner shall be repaid his or her contributions, whether by way of capital or advances to the partnership property and share equally in the profits and surplus remaining after all liabilities, including those to partners, are satisfied. Except as provided in section 46, each partner shall contribute towards the losses, whether of capital or otherwise, sustained by the partnership according to his or her share in the profits.

(b) The partnership shall indemnify every partner in respect of payments made and personal liabilities reasonably incurred by him or her in the ordinary and proper conduct of its business, or for the preservation of its business or property.

(c) A partner, who in aid of the partnership makes any payment or advance beyond the amount of capital which he or she agreed to contribute, shall be paid interest from the date of the payment or advance.

(d) A partner shall receive interest on the capital contributed by him or her from the date when repayment should be made.

(e) All partners have equal rights in the management and conduct of the partnership business.

(f) A partner is not entitled to remuneration for acting in the partnership business, except that a surviving partner is entitled to reasonable compensation for his or her services in winding up the partnership affairs.

(g) A person cannot become a member of a partnership without the consent of all partners.

(h) Any difference arising as to ordinary matters connected with the partnership business may be decided by a majority of the partners. However, an act in contravention of any agreement between the partners may not be done rightfully without the consent of all the partners.

History: 1917, Act 72, Eff. Aug. 10, 1917 ;-- CL 1929, 9858 ;-- CL 1948, 449.18 ;-- Am. 1994, Act 323, Imd. Eff. Oct. 12, 1994

449.19 Partnership books; location, accessibility.

Sec. 19.

(Partnership books). The partnership books shall be kept, subject to any agreement between the partners, at the principal place of business of the partnership, and every partner shall at all times have access to and may inspect and copy any of them.

History: 1917, Act 72, Eff. Aug. 10, 1917 ;-- CL 1929, 9859 ;-- CL 1948, 449.19

449.20 Partner; duty to render information.

Sec. 20.

(Duty of partners to render information). Partners shall render on demand true and full information of all things affecting the partnership to any partner or the legal representative of any deceased partner or partner under legal disability.

History: 1917, Act 72, Eff. Aug. 10, 1917 ;-- CL 1929, 9860 ;-- CL 1948, 449.20

449.21 Partner; accountability as fiduciary.

Sec. 21.

(Partner accountable as a fiduciary).

(1) Every partner must account to the partnership for any benefit, and hold as trustee for it any profits derived by him without the consent of the other partners from any transaction connected with the formation, conduct, or liquidation of the partnership or from any use by him of its property;

(2) This section applies also to the representatives of a deceased partner engaged in the liquidation of the affairs of the partnership as the personal representatives of the last surviving partner.

History: 1917, Act 72, Eff. Aug. 10, 1917 ;-- CL 1929, 9861 ;-- CL 1948, 449.21

449.22 Partner; right to formal account.

Sec. 22.

(Right to an account). Any partner shall have the right to a formal account as to partnership affairs:

(a) If he is wrongfully excluded from the partnership business or possession of its property by his copartners,

(b) If the right exists under the terms of any agreement,

(c) As provided by section 21,

(d) Whenever other circumstances render it just and reasonable.

History: 1917, Act 72, Eff. Aug. 10, 1917 ;-- CL 1929, 9862 ;-- CL 1948, 449.22

449.23 Partnership; continuation beyond fixed term.

Sec. 23.

(Continuation of partnership beyond fixed term).

(1) When a partnership for a fixed term or particular undertaking is continued after the termination of such term or particular undertaking without any express agreement, the rights and duties of the partners remain the same as they were at such termination, so far as is consistent with a partnership at will.

(2) A continuation of the business by the partners or such of them as habitually acted therein during the term, without any settlement or liquidation of the partnership affairs, is prima facie evidence of a continuation of the partnership.

History: 1917, Act 72, Eff. Aug. 10, 1917 ;-- CL 1929, 9863 ;-- CL 1948, 449.23