

PART VI.

Dissolution and Winding Up.

An. Code, 1924, sec. 29. 1912, sec. 29. 1916, ch. 175, sec. 29.

29. (Dissolution Defined.) The dissolution of a partnership is the change in the relation of the partners caused by any partner ceasing to be associated in the carrying on as distinguished from the winding up of the business.

Death of partner is one of causes of dissolution of partnership; after dissolution, one partner can bind partnership by act proper for winding up partnership affairs. *Brocato v. Serio*, 173 Md. 383.

An. Code, 1924, sec. 30. 1912, sec. 30. 1916, ch. 175, sec. 30.

30. (Partnership Not Terminated by Dissolution.) On dissolution the partnership is not terminated, but continues until the winding up of partnership affairs is completed.

See notes to sec. 18.

Cited in *Noel v. Noel*, 173 Md. 160.

An. Code, 1924, sec. 31. 1912, sec. 31. 1916, ch. 175, sec. 31.

31. (Causes of Dissolution.) Dissolution is caused: (1) Without violation of the agreement between the partners,

(a) By the termination of the definite term or particular undertaking specified in the agreement,

(b) By the express will of any partner when no definite term or particular undertaking is specified,

(c) By the express will of all the partners who have not assigned their interests or suffered them to be charged for their separate debts, either before or after the termination of any specified term or particular undertaking,

(d) By the expulsion of any partner from the business *bona fide* in accordance with such a power conferred by the agreement between the partners;

(2) In contravention of the agreement between the partners, where the circumstances do not permit a dissolution under any other provision of this section, by the express will of any partner at any time;

(3) By any event which makes it unlawful for the business of the partnership to be carried on or for the members to carry it on in partnership;

(4) By the death of any partner;

(5) By the bankruptcy of any partner or the partnership;

(6) By decree of court under section 32.

While ordinarily a partnership is dissolved by death of a partner, partners may by their contract provide otherwise. See notes to sec. 7. *Gerding v. Baier*, 143 Md. 524.

Court will not force continuance of partnership; remedy at law. *Maxa v. Jones*, 148 Md. 464.

This section referred to in construing art. 45, sec. 5. *David v. David*, 161 Md. 538. Cited in *Noel v. Noel*, 173 Md. 160.

An. Code, 1924, sec. 32. 1912, sec. 32. 1916, ch. 175, sec. 32. 1939, ch. 396.

32. (Dissolution by Decree of Court.) (1) On application by or for a partner the court shall decree a dissolution whenever:

(a) A partner has been declared a lunatic in any judicial proceeding or is shown to be of unsound mind,

(b) A partner becomes in any other way incapable of performing his part of the partnership contract,