

## 2012 Kansas Statutes

**56a-801. Events causing dissolution and winding up of partnership business.** A partnership is dissolved, and its business must be wound up, only upon the occurrence of any of the following events:

(a) In a partnership at will, the partnership's having notice from a partner, other than a partner who is dissociated under subsections (b) through (j) of K.S.A. 56a-601, of that partner's express will to withdraw as a partner, or on a later date specified by the partner;

(b) in a partnership for a definite term or particular undertaking:

(1) Within 90 days after a partner's dissociation by death or otherwise under subsections (f) through (j) of K.S.A. 56a-601 or wrongful dissociation under subsection (b) of K.S.A. 56a-602, the express will of at least 1/2 of the remaining partners to wind up the partnership business, for which purpose a partner's rightful disassociation pursuant to subsection (b)(2)(i) of K.S.A. 56a-602 and amendments thereto constitutes the expression of that partner's will to wind up the partnership business;

(2) the express will of all of the partners to wind up the partnership business; or

(3) the expiration of the term or the completion of the undertaking;

(c) an event agreed to in the partnership agreement resulting in the winding up of the partnership business;

(d) an event that makes it unlawful for all or substantially all of the business of the partnership to be continued, but a cure of illegality within 90 days after notice to the partnership of the event is effective retroactively to the date of the event for purposes of this section;

(e) on application by a partner, a judicial determination that:

(1) The economic purpose of the partnership is likely to be unreasonably frustrated;

(2) another partner has engaged in conduct relating to the partnership business which makes it not reasonably practicable to carry on the business in partnership with that partner; or

(3) it is not otherwise reasonably practicable to carry on the partnership business in conformity with the partnership agreement; or

(f) on application by a transferee of a partner's transferable interest, a judicial determination that it is equitable to wind up the partnership business:

(1) After the expiration of the term or completion of the undertaking, if the partnership was for a definite term or particular undertaking at the time of the transfer or entry of the charging order that gave rise to the transfer; or

(2) at any time, if the partnership was a partnership at will at the time of the transfer or entry of the charging order that gave rise to the transfer.

**History:** L. 1998, ch. 93, § 38; Jan. 1, 1999.