



Ohio Revised Code

Section 1776.61 Events causing dissolution and winding up of partnership business.

Effective: August 6, 2008

Legislation: House Bill 332 - 127th General Assembly

A partnership is dissolved, and the partnership's business shall 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 divisions (B) to (J) of section 1776.51 of the Revised Code, of that partner's express will to withdraw immediately as a partner, or at a later date as specified by the partner;

(B) In a partnership for a definite term or particular undertaking, any of the following applies:

(1) Within ninety days after a partner's dissociation by death or otherwise under divisions (F) to (J) of section 1776.51 of the Revised Code or wrongful dissociation under division (B) of section 1776.52 of the Revised Code, it is the express will of at least half of the remaining partners to wind up the partnership business, for which purpose a partner's rightful dissociation pursuant to division (B)(2)(a) of section 1776.52 of the Revised Code constitutes that partner's expression of a will to wind up the partnership business.

(2) It is the express will of all of the partners to wind up the partnership business.

(3) The term has expired or the undertaking is complete.

(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 ninety 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 determination by a tribunal that any of the following is true:

(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 that makes it not reasonably practicable to carry on the business in partnership with that partner.

(3) It is not otherwise reasonably practicable to carry on the partnership business in conformity with the partnership agreement.

(F) On application by a transferee of a partner's economic interest, a tribunal determines that it is equitable to wind up the partnership business at either of the following times:

(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;

(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.