



CHAPTER 59
ARTICLE 2 - UNIFORM PARTNERSHIP ACT

N.C.G.S. § 59-45.

Nature of partner's liability in ordinary partnerships and in registered limited liability partnerships.

SOURCE General Statutes of North Carolina, as published by the General Assembly	LAST AMENDMENT IN THIS TEXT S.L. 2022-64, s. 4(a) — fifth act in the lineage	RETRIEVED 21 September 2026, 04:44 UTC	SOURCE FINGERPRINT 6923e8ed1b01ec6e1cee602f - 296f8a9bc0d5a2bb04d25910 - 6088aa20fc9eb282
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§ 59-45(a) Except as provided by subsections (a1) and (b) of this section, all partners are jointly and severally liable for the acts and obligations of the partnership.

§ 59-45(a1) Except as provided in subsection (b) of this section, a partner in a registered limited liability partnership is not individually liable, directly or indirectly, including by indemnification, contribution, assessment, or otherwise, for debts and obligations of the partnership incurred while it is a registered limited liability partnership solely by reason of being a partner and does not become liable by participating, in whatever capacity, in the management or control of the business of the partnership.

§ 59-45(b) Nothing in this Chapter alters the law in this State applicable to the professional relationship and liabilities between the individual furnishing the professional services and the person receiving the professional services, the standards of professional conduct applicable to the rendering of the services, or any responsibilities, obligations, or sanctions imposed under applicable licensing statutes. A partner in a registered limited liability partnership is not individually liable, directly or indirectly, including by indemnification, contribution, assessment, or otherwise, for the debts, obligations, and liabilities of, or chargeable to, the registered limited liability partnership that arise from errors, omissions, negligence, malpractice, incompetence, or malfeasance committed by another partner or by an employee, agent, or other representative of the partnership; however, nothing in this Chapter affects the liability of a partner

of a professional registered limited liability partnership for his or her own errors, omissions, negligence, malpractice, incompetence, or malfeasance committed in the rendering of professional services.

§ 59-45(c) Repealed by Session Laws 1999-362, s. 5, effective October 1, 1999.

§ 59-45(d) A partner in a registered limited liability partnership is not a proper party to proceedings by or against a limited liability partnership, except where the object of the proceeding is to enforce a partner's right against or liability to the limited liability partnership.

§ 59-45(e) The liability of partners of a registered limited liability partnership formed and existing under this Chapter is determined exclusively by this Chapter and the laws of this State.

§ 59-45(f) If a conflict arises between the laws of this State and the laws of any other jurisdiction with regard to the liability of a partner of a registered limited liability partnership formed and existing under this Chapter for the debts, obligations, and liabilities of the registered limited liability partnership, this Chapter and the laws of this State govern in determining the liability.

END OF SECTION TEXT

APPARATUS FOLLOWS — DERIVED, NOT ENACTED

APPARATUS I
5 ACTS

Amendment lineage

The State prints this history as a single parenthetical at the foot of the section. It is reproduced verbatim in the colophon and unpacked below in order of enactment.

1941 1982 2022			
TICK HEIGHT = ACTS IN THAT YEAR DASHED = RECODIFICATION, NOT AMENDMENT			
Nº	YEAR	ACT	CHARACTER
01	1941	c. 374, s. 15	ENACTED
02	1953	c. 881	AMENDED
03	1993	c. 354, s. 4	AMENDED
04	1999	S.L. 1999-362, s. 5	AMENDED
05	2022	S.L. 2022-64, s. 4(a)	AMENDED

APPARATUS III

Citation

FULL SECTION

N.C. Gen. Stat. § 59-45 (2022).

PINPOINT

N.C. Gen. Stat. § 59-45(a) (2022).

Pinpoint keys are set in the left margin of the text rather than line numbers: subsection designators are stable across editions and paper sizes, line numbers are not.

COLOPHON

Provenance

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This is not the official text. The official text is published by the General Assembly of North Carolina.

HISTORY PARENTHETICAL, AS PRINTED BY THE STATE

(1941, c. 374, s. 15; 1953, c. 881; 1993, c. 354, s. 4; 1999-362, s. 5; 2022-64, s. 4(a).)

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