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SPONSOR: Rep. Walker & Rep. M. Smith & Sen. Henry & Sen. Townsend
Reps. Brady, J. Johnson, Mitchell, Smyk, Wilson; Sens. Blevins, McDowell, Simpson

HOUSE OF REPRESENTATIVES
147th GENERAL ASSEMBLY

HOUSE BILL NO. 326

AN ACT TO AMEND CHAPTER 15, TITLE 6 OF THE DELAWARE CODE RELATING TO THE CREATION, REGULATION, OPERATION AND DISSOLUTION OF DOMESTIC PARTNERSHIPS AND THE REGISTRATION AND REGULATION OF FOREIGN LIMITED LIABILITY PARTNERSHIPS.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF DELAWARE:

1 Section 1. Amend § 15-403(d), Chapter 15, Title 6 of the Delaware Code by making deletions as shown by strike
2 through and insertions as shown by underline as follows:

3 (d) Any demand by a partner or by a partner's attorney or other agent under this section shall be in writing and
4 shall state the purpose of such demand. In every instance where an attorney or other agent shall be the person who seeks a
5 right of access to the information described in subsection (a) of this section, the demand shall be accompanied by a power
6 of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the partner.

7 Section 2. Amend § 15-407(d), Chapter 15, Title 6 of the Delaware Code by making deletions as shown by strike
8 through and insertions as shown by underline as follows:

9 (d) Unless otherwise provided in a partnership agreement, meetings of partners may be held by means of
10 conference telephone or other communications equipment by means of which all persons participating in the meeting can
11 hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.
12 On any matter that is to be voted on, consented to or approved by partners, the partners may take such action without a
13 meeting, without prior notice and without a vote if consented to, in writing or by electronic transmission, by partners having
14 not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which
15 all partners entitled to vote thereon were present and voted. Unless otherwise provided in a partnership agreement, if a
16 person (whether or not then a partner) consenting as a partner to any matter provides that such consent will be effective at a
17 future time (including a time determined upon the happening of an event), then such person shall be deemed to have
18 consented as a partner at such future time so long as such person is then a partner. On any matter that is to be voted on by
19 partners, the partners may vote in person or by proxy, and such proxy may be granted in writing, by means of electronic
20 transmission or as otherwise permitted by applicable law. Unless otherwise provided in a partnership agreement, a consent

21 transmitted by electronic transmission by a partner or by a person or persons authorized to act for a partner shall be deemed
22 to be written and signed for purposes of this subsection (d). For purposes of this subsection (d), the term "electronic
23 transmission" means any form of communication not directly involving the physical transmission of paper that creates a
24 record that may be retained, retrieved and reviewed by a recipient thereof and that may be directly reproduced in paper
25 form by such a recipient through an automated process.

26 Section 3. This Act shall become effective August 1, 2014.

SYNOPSIS

This bill continues the practice of amending periodically the Delaware Revised Uniform Partnership Act (the "Act") to keep it current and to maintain its national preeminence. The following is a section-by-section review of the proposed amendments of the Act.

Section 1. Section 1 amends § 15-403(d) of the Act to confirm that a partner may make a books and records request in person or by an attorney or other agent.

Section 2. Section 2 amends § 15-407(d) of the Act to confirm and clarify that, unless otherwise provided in a partnership agreement, a person who is not then a partner may consent to any matter as a partner provided that such consent will only be effective at a time when such person is a partner of the partnership.

Section 3. This section provides that the proposed amendments of the Act shall become effective August 1, 2014.