

Second Regular Session
Seventieth General Assembly
STATE OF COLORADO

ENGROSSED

*This Version Includes All Amendments Adopted
on Second Reading in the House of Introduction*

LLS NO. 16-1049.01 Thomas Morris x4218

HOUSE BILL 16-1333

HOUSE SPONSORSHIP

Lee,

SENATE SPONSORSHIP

Scheffel and Heath,

House Committees
Business Affairs and Labor

Senate Committees

A BILL FOR AN ACT

101 CONCERNING LAWS GOVERNING PARTNERSHIPS CODIFIED IN TITLE 7
102 OF THE COLORADO REVISED STATUTES.

Bill Summary

(Note: This summary applies to this bill as introduced and does not reflect any amendments that may be subsequently adopted. If this bill passes third reading in the house of introduction, a bill summary that applies to the reengrossed version of this bill will be available at <http://www.leg.state.co.us/billsummaries>.)

Sections 1 and 2 of the bill limit the applicability of the statute of frauds, which requires certain contracts to be written to be enforceable, to partnership agreements.

Section 3 specifies which of several potentially applicable laws govern limited partnerships.

Shading denotes HOUSE amendment. Double underlining denotes SENATE amendment.
Capital letters indicate new material to be added to existing statute.
Dashes through the words indicate deletions from existing statute.

HOUSE
2nd Reading Unamended
April 13, 2016

1 *Be it enacted by the General Assembly of the State of Colorado:*

2 **SECTION 1.** In Colorado Revised Statutes, **add** 7-62-110 as
3 follows:

4 **7-62-110. Statute of frauds - applicability.** A PARTNERSHIP
5 AGREEMENT IS NOT SUBJECT TO ANY STATUTE OF FRAUDS, INCLUDING
6 SECTION 38-10-112, C.R.S., REGARDING VOID AGREEMENTS, BUT NOT
7 INCLUDING ANY REQUIREMENT UNDER THIS ARTICLE THAT A PARTICULAR
8 ACTION OR PROVISION BE REFLECTED IN A WRITING.

9 **SECTION 2.** In Colorado Revised Statutes, 7-64-103, **add** (3) as
10 follows:

11 **7-64-103. Effect of partnership agreement - nonwaivable**
12 **provisions - statute of frauds.** (3) A PARTNERSHIP AGREEMENT IS NOT
13 SUBJECT TO ANY STATUTE OF FRAUDS, INCLUDING SECTION 38-10-112,
14 C.R.S., REGARDING VOID AGREEMENTS, BUT NOT INCLUDING ANY
15 REQUIREMENT UNDER THIS ARTICLE THAT A PARTICULAR ACTION OR
16 PROVISION BE REFLECTED IN A WRITING.

17 **SECTION 3.** In Colorado Revised Statutes, **amend** 7-62-1104 as
18 follows:

19 **7-62-1104. Rules for cases not provided for in this article -**
20 **registration as limited liability limited partnership.** (1) FOR ANY
21 LIMITED PARTNERSHIP FORMED UNDER THIS ARTICLE ON OR AFTER THE
22 EFFECTIVE DATE OF THIS SUBSECTION (1), AS AMENDED, ARTICLE 64 OF
23 THIS TITLE GOVERNS TO THE EXTENT APPLICABLE IN ANY CASE NOT
24 OTHERWISE PROVIDED FOR IN THIS ARTICLE.

25 (+) (2) FOR ANY LIMITED PARTNERSHIP FORMED UNDER THIS
26 ARTICLE BEFORE THE EFFECTIVE DATE OF THIS SUBSECTION (2), AS

1 AMENDED, in any case not provided for in this article, ~~the provisions of~~
2 either article 60 or 64 of this title ~~shall govern~~ GOVERNS, to the extent
3 applicable, as follows:

4 (a) A limited partnership may elect to be governed by article 64
5 of this title by delivering to the secretary of state, for filing pursuant to
6 part 3 of article 90 of this title, a certificate of limited partnership or a
7 certificate of amendment of limited partnership that includes a declaration
8 that it elects to be governed by such article. If the election is made by a
9 certificate of amendment, the certificate of amendment ~~shall~~ MUST be
10 approved by all general partners, notwithstanding section 7-62-204 (1)
11 (b).

12 (b) A limited partnership that has made the election in paragraph
13 (a) of this subsection ~~(1) shall be~~ (2) IS governed by article 64 of this title.

14 (c) A limited partnership that has not made the election in
15 paragraph (a) of this subsection ~~(1) shall be~~ (2) IS governed by article 60
16 of this title.

17 **SECTION 4.** In Colorado Revised Statutes, **amend** 7-60-144.5
18 as follows:

19 **7-60-144.5. Statement of partnership authority or statement**
20 **of denial.** With respect to a partnership governed by this article or a
21 limited partnership that has not made the election provided for in section
22 7-61-129 (1) (a) or 7-62-1104 ~~(1) (a)~~ (2) (a), a statement of partnership
23 authority may be delivered to the secretary of state pursuant to section
24 7-64-303, and a statement of denial may be delivered to the secretary of
25 state pursuant to section 7-64-304, as if the partnership were governed by
26 article 64 of this title or the limited partnership had made the election.
27 Such statements ~~shall~~ have the effects specified in sections 7-64-303 and

1 7-64-304, respectively.

2 **SECTION 5. Act subject to petition - effective date -**
3 **applicability.** (1) This act takes effect at 12:01 a.m. on the day following
4 the expiration of the ninety-day period after final adjournment of the
5 general assembly (August 10, 2016, if adjournment sine die is on May 11,
6 2016); except that, if a referendum petition is filed pursuant to section 1
7 (3) of article V of the state constitution against this act or an item, section,
8 or part of this act within such period, then the act, item, section, or part
9 will not take effect unless approved by the people at the general election
10 to be held in November 2016 and, in such case, will take effect on the
11 date of the official declaration of the vote thereon by the governor.
12 (2) This act applies to conduct occurring on or after the applicable
13 effective date of this act.