

ONEIDA INDIAN NATION

PARTNERSHIP CODE

CHAPTER 1-SHORT TITLE; DEFINITIONS; CONSTRUCTION

1. SHORT TITLE

This chapter shall be known as the "Oneida Indian Nation Partnership Code."

2. GENERAL DEFINITIONS

As used in this Code "court" means the Oneida Indian Nation Court;

"Bankrupt" includes bankrupt under Nation law or the federal bankruptcy act or insolvent under any state insolvent act;

"Business" includes every trade, occupation, or profession;

"Clerk" means the Clerk of the Oneida Indian Nation Court;

"Conveyance" includes every assignment, lease, mortgage, or encumbrance;

"Foreign limited liability partnership" means (i) any partnership without limited partners operating under an agreement governed by the laws of any jurisdiction, other than the Nation, each of whose partners is a professional authorized by law to render a professional service within the territorial jurisdiction of the Nation and who is or has been engaged in the practice of such profession in such partnership or a predecessor entity, or will engage in the practice of such profession in the foreign limited liability partnership within thirty days of the date of the effectiveness of the notice provided for in subdivision (a) of section 121-1502 of this Code or each of whose partners is a professional, at least one of whom is authorized by law to render a professional service within the territorial jurisdiction of the Nation and who is or has been engaged in the practice of such profession in such partnership or a predecessor entity, or will engage in the practice of such profession in the foreign limited liability partnership within thirty days of the date of the effectiveness of the notice provided for in subdivision (a) of section 121-1502 of this Code, (ii) any partnership without limited partners operating under an agreement governed by the laws of any jurisdiction, other than the Nation, authorized by, or holding a license, certificate, registration or permit issued by the licensing authority to render a professional service within the territorial jurisdiction of the Nation, which renders or intends to render professional services within the territorial jurisdiction of the Nation and which is denominated as a registered limited liability partnership or limited liability partnership under such laws, regardless of any difference between such laws and the laws of the Nation, or (iii) a foreign related limited liability partnership; except that all partners of a foreign limited liability

partnership that provides health, professional engineering, land surveying, architectural and/or landscape architectural services in the Nation shall be licensed.

"Foreign professional service limited liability company" has the meaning given to it in subdivision (a) of section thirteen hundred one of the Oneida Indian Nation Limited Liability Company Code.

"Foreign related limited liability partnership" means a partnership without limited partners operating under an agreement governed by the laws of any jurisdiction, other than the Nation, which (i) is denominated as a limited liability partnership or registered limited liability partnership under such laws, (ii) is not a foreign limited liability partnership under clause (i) or (ii) of the paragraph defining foreign limited liability partnership in this section, (iii) is affiliated with a professional service limited liability company foreign professional service limited liability company, registered limited liability partnership that is a professional partnership under this section or a foreign limited liability partnership under clause (i) or (ii) of the paragraph defining foreign limited liability partnership in this section, and (iv) renders services related or complementary to the professional services rendered by, or provides services or facilities to, such professional service limited liability company, foreign professional service limited liability company, registered limited liability partnership or foreign limited liability partnership. For purposes of this paragraph, such a partnership is affiliated with a professional service limited liability company, foreign professional service limited liability company, professional service corporations, foreign professional service corporation, registered limited liability partnership or foreign limited liability partnership if (1) at least a majority of partners in one partnership are partners in the other partnership, (2) at least a majority of the partners in each partnership also are partners, hold interests or are members in a limited liability company or other business entity, and each partnership renders services pursuant to an agreement with such limited liability company or other business entity, or (3) the partnerships or the partnership and such professional service limited liability company, such foreign professional service limited liability company, are affiliates within the meaning of paragraph (a) of section nine hundred twelve of the Oneida Indian Nation Business Corporation Code.

"Licensing authority" means, for the purposes of this Code, the State of New York.

"Nation" means the Oneida Indian Nation.

"Oneida Indian Nation Clerk" and "Nation Clerk" mean the Clerk of the Oneida Indian Nation. .

"Oneida Indian Nation registered foreign limited liability partnership" means a foreign limited liability partnership which has filed a notice pursuant to subdivision (a) of section 121-1502 of this Code that has not been withdrawn or revoked and which complies with subdivision (1) of section 121-1502 of this Code.

"Person" includes individuals, partnerships, corporations, and other associations;

"Profession" includes any practice as an attorney and counselor-at-law or as a licensed physician, and those professions designated in title eight of the New York Education Law.

"Professional" means an individual duly authorized to practice a profession, a professional service limited liability company, a foreign professional service limited liability company, a registered limited liability partnership, a foreign limited liability partnership, or a professional partnership.

"Professional partnership" means (1) a partnership without limited partners each of whose partners is a professional authorized by law to render a professional service within the Nation, (2) a partnership without limited partners each of whose partners is a professional, at least one of whom is authorized by law to render a professional service within the Nation or (3) a partnership without limited partners authorized by, or holding a license, certificate, registration or permit issued by the licensing authority to render a professional service within the Nation.

"Professional service" means any type of service to the public that may be lawfully rendered by a member of a profession within the purview of his or her profession.

"Professional service limited liability company" means a limited liability company organized under of the Oneida Indian Nation limited liability company law.

"Real property" includes land and any interest or estate in land.

"Registered limited liability partnership" means a partnership without limited partners operating under an agreement governed by the laws of the Nation, registered under section 121-1500 of this Code and complying with section 121-1501 of this Code.

"Related limited liability partnership" means a partnership without limited partners operating under an agreement governed by the laws of the Nation, which (i) is not a professional partnership under this section, (ii) is affiliated with a professional service limited liability company, foreign professional service limited liability company, registered limited liability partnership that is a professional partnership under this section or a foreign limited liability partnership under clause (i) or (ii) of the paragraph defining foreign limited liability partnership in this section, and (iii) renders services related or complementary to the professional services rendered by, or provides services or facilities to, such professional service limited liability company, foreign professional service limited liability company, registered limited liability partnership or foreign limited liability partnership. For purposes of this paragraph, such a partnership is affiliated with a professional service limited liability company, registered limited liability partnership or foreign limited liability partnership if (1) at least a majority of partners in one partnership are partners in the other partnership, (2) at least a majority of the partners in each partnership also are partners, hold interests or are members in a limited liability company or other business entity, and each partnership renders services pursuant to an agreement with such limited liability company or other business entity, or (3) the partnerships or the partnership and such professional service limited liability company, such foreign professional service limited liability company, such professional service corporation, or such foreign professional service corporation are affiliates within the meaning of paragraph (a) of section nine hundred twelve of the Oneida Indian Nation Business Corporation Code.

3. INTERPRETATION OF KNOWLEDGE AND NOTICE

1. A person has "knowledge" of a fact within the meaning of this Code not only when he has actual knowledge thereof, but also when he has knowledge of such other facts as in the circumstances shows bad faith.

2. A person has "notice" of a fact within the meaning of this Code when the person who claims the benefit of the notice:

(a) States the fact to such person, or

(b) Delivers through the mail, or by other means of communication, a written statement of the fact to such person or to a proper person at his place of business or residence.

4. RULES OF CONSTRUCTION

1. The rule that statutes in derogation of the common law are to be strictly construed shall have no application to this Code.

2. The law of estoppel shall apply under this Code.

3. The law of agency shall apply under this Code.

4. This Code shall be not be construed so as to impair the obligations of any contract existing when the chapter goes into effect, nor to affect any action or proceedings begun or right accrued before this chapter takes effect.

5. RULES FOR CASES NOT PROVIDED FOR IN THIS CHAPTER

In any case not provided for in this Code the rules of law and equity, including the law of merchant, shall govern.