

Partnership Agreement

Legal Practice

Date:

Contents

1.	DEFINITIONS & INTERPRETATION	3
2	DURATION	5
3	BUSINESS	5
4	PRINCIPALS	5
5	PLACE OF BUSINESS	6
6	FURTHER CAPITAL	6
7	GOODWILL	6
8	LOANS	6
9	PROFITS AND LOSSES	6
10	DRAWINGS	7
11	ANNUAL LEAVE	7
12	DUTIES OF PARTNERS	8
13	PROHIBITIONS	8
14	FINANCIAL RECORDS	9
15	ANNUAL ACCOUNTS	9
16	BANKING	10
17	INSURANCE	10
18	LIABILITIES OF PARTNERS	10
19	ILLNESS AND INCAPACITY	11
20	PARTNERSHIP MEETINGS	11
21	ADMISSION OF NEW PARTNERS	12
22	RETIREMENT	13
23	DEATH OR BANKRUPTCY OF A PARTNER	14
24	EXPULSION OF A PARTNER	14
25	RESTRAINT ON PRINCIPALS	15
26	SALE OF PARTNERSHIP SHARE	16
27	Right of First Refusal	16
28	MAJORITY SALE	18
29	RIGHTS OF REFUSAL	18
30	AMENDMENT	18
31	DISSOLUTION	18
32	RELATED ENTITIES	19
33	ARBITRATION OF DISPUTES	20
34	NOTICES	20
35	SPECIAL RESOLUTION	20

THIS AGREEMENT dated

2015

PARTIES:

[NAME] (ACN/ABN [For tax reasons, normally an ABN will be required. However if a company has no ABN, the ACN may be used in certain circumstances. See sections 153 and 1344 of the Corporations Act.]) of [ADDRESS] (abbreviation)

OF THE FIRST PART

AND

[NAME] (ACN/ABN [For tax reasons, normally an ABN will be required. However if a company has no ABN, the ACN may be used in certain circumstances. See sections 153 and 1344 of the Corporations Act.]) of [ADDRESS] (abbreviation)

RECITALS:

- A. The Partners have been carrying on business of the Partnership under the Partnership Name since .
- B. The Partners now wish to record the terms under which the Partnership is carried on.

1. DEFINITIONS & INTERPRETATION

1.1 Definitions

1.1 Unless the context otherwise requires:

- (a) **"Agreement"** means this Agreement and any subsequent agreement that adds to, varies or amends this agreement in whole or in part;
- (b) **"Associate"** means in relation to a Partner any one of the following:
 - (i) the spouse or a child of the Partner;
 - (ii) a trustee of a trust estate, where the Partner or another person who is an Associate of the Partner by virtue of the application of another paragraph of this definition, benefits or is capable (whether by the exercise of any discretion, power of appointment or otherwise) of benefiting under the trust, either directly or through any interposed companies, partnerships or trusts; or
 - (iii) a company, where the Partner or the Partner and another person who is an Associate of the Partner by virtue of the application of another paragraph of this definition are in a position to cast, or control the casting of, more than 50% of the maximum number of votes that might be cast at a general meeting of the company or at a meeting of the directors of the company;
- (c) **"Bank Interest Rate"** means the highest rate of interest charged from time to time by the Partnership's principal banker on overdrafts of the amounts equal to the amount to which the interest is to be applied;
- (d) **"Capital Account"** means the account (if any) in the books of account of the Partnership that reflects the amount contributed by a Partner to the capital of the Partnership;