**23.12 LIABILITY BASED ON PARTNERSHIP, WHERE THE PARTNERSHIP RELATIONSHIP IS ADMITTED**

At the relevant time, [partner A] was in a business partnership with [partner B]. As a business partner, [partner A] is legally responsible for conduct by [partner B] [that is within the scope of authority given to [partner B] by the partnership].

A partner acts within [his][her][its] scope of authority when the partner does anything which is either expressly or impliedly authorized by the partnership or which is in furtherance of the partnership business.

**Use Note**

This instruction should be given when the plaintiff claims that one business partner is liable for the conduct of another business partner, and the defendant admits the partnership relationship at the relevant time. If plaintiff is claiming that the partnership is liable for the conduct of one of its partners, the instruction can be modified accordingly.

If the existence of a partnership relationship is disputed, give Instruction 23.11 instead of Instruction 23.12.

If the defendant concedes, or the court rules as a matter of law, that the partner’s conduct was within the scope of the partner’s authority, the bracketed phrase in the second sentence (“that is within the scope of authority given to [partner B] by the partnership”) and the portion of the instruction discussing the scope of authority should be deleted. In that situation, the purpose of the instruction is simply to clarify for the jury that the defendant is legally responsible for the partner’s conduct.

**Comment**

A partner is the agent of the partnership. AS 32.06.301(1). The partnership is liable for loss or injury caused by the conduct of a partner acting in the ordinary course of business of the partnership, or with authority of the partnership. AS 32.06.305(a). With limited exceptions, a partner is jointly and severally liable for all obligations of the partnership. AS 32.06.306(a).