

## MEMORANDUM

**TO:** DRAFTING COMMITTEE ON HARMONIZATION OF  
UNINCORPORATED ENTITY ACTS

**FROM:** Harry J. Haynsworth, Chair

**DATE:** September 29, 2009

**RE:** Subcommittee Structure and December 4-6 Chicago Meeting

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Our charge is to harmonize, to the extent possible, the six uniform unincorporated entity acts: the Revised Uniform Partnership Act (1997) (RUPA), the Revised Uniform Limited Partnership Act (2001) (ULPA), the Revised Uniform Limited Liability Company Act (2006) (RULLCA), the Uniform Limited Cooperative Act (2007) (ULCAA), the Revised Uniform Unincorporated Nonprofit Association Act (2008) (RUUNAA) and the Uniform Statutory Trust Entity Act (2009) (USTEA).

We must complete our project in two years. A first reading is scheduled for the 2010 Annual Meeting and a final reading is scheduled for the 2011 Annual Meeting. I have been told that these are firm deadlines and no extensions will be granted.

The harmonized version of the six unincorporated entity acts will continue to exist as stand-alone acts. They will also be incorporated as the spokes of the Business Organizations Code (the hub of the BOC was approved at the 2009 Annual Meeting).

Given the two-year timetable and the two drafting committee meetings per year limitation, it is necessary that a modified drafting structure be devised for this project. After consultation with Co-Reporters Carter Bishop and Dan Kleinberger, we will have four subcommittees. The subcommittees will make harmonization recommendations to the full drafting committee for consideration at the drafting committee meetings. The Reporters will make recommendations which will divide the provisions in the various acts into three categories: (1) the provisions that are parallel and therefore should be the same, (2) provisions that are analogous where harmonization should be considered, and (3) provisions that are *sui generis* to a particular act and therefore should not be the subject of any harmonization. We will devote our efforts to those provisions in the first category before consideration any provisions in the second category.

At our December 4-6 drafting Committee meeting, we will try to work our way through as many first category provisions as possible, starting with the ones that are projected to be the least controversial. Provisions that are in the Business Organizations Code hub will be considered as already being "harmonized" and will be incorporated into the stand-alone version of the six acts.

In order to facilitate our work, we will have two spreadsheets containing the provisions in the six acts. The first, which is attached, contains RULLCA, RULPA and RUPA. The second will contain USTEAA, ULCAA and RUUNAA. The initial recommendations of the subcommittees will be based on RULLCA, ULPA and RUPA since these are the three basic unincorporated entity acts. For the provisions that are to be harmonized, RULLCA is presumptively the language that should be used since it is the most recent of the three. Once the full Drafting Committee has made a decision on the wording of a provision to be harmonized, the Reporters will prepare a draft of the language to be used in the various acts for approval at the subsequent drafting committee meeting.

Using the attached spreadsheet as the guide, the subcommittee assignments are:

Subcommittee #1 - Articles 1 (except for sections 110-112), 2 and 10

Subcommittee #2 - Sections 110-112 and 401-410

Subcommittee #3 - Articles 3, 5 and 9

Subcommittee #4 - Articles 6 and 7

A subcommittee assignment preference form is attached. Please send it to me by October 10. I will make the final subcommittee assignments so that we will have a reasonable number of commissioners and advisors/observers on each subcommittee. Everyone will be on at least one but not more than two subcommittees. The Reporters and I will be ex officio members of all the subcommittees. The subcommittees will meet by 90-minute conference calls at least once before the December 4-6 meeting in Chicago. These calls will be scheduled beginning in late October on Tuesday and Thursday afternoons. A subsequent memo will confirm the subcommittee assignments, the dates and times of the first round of subcommittee telephone conferences and a list of the first sets of provisions to be considered for harmonization.

HJH/nr  
Attach.