

## MEMORANDUM

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

**FROM:** Harry J. Haynsworth

**DATE:** October 22, 2009

**RE:** Subcommittee Appointments and Telephone Conference Schedule

---

A side-by-side chart comparing RULLCA, RULPA (2001) and RUPA, the initial subcommittee appointments and the telephone conference schedule for the initial round of subcommittee meetings are attached.

I tried to honor the subcommittee preferences for those who submitted requests. I decided that for the December Drafting Committee meeting, I would not assign anyone to more than one subcommittee.

You will note that the Co-Reporters have in their comments to each section designated the section as Category I, II or III. Category I sections are, in the opinion of the Co-Reporters, noncontroversial and therefore should not generate much discussion at either the subcommittee or drafting committee level. Category II sections may prove to be somewhat more difficult and controversial. Category III sections are the most problematic and will be taken up only after decisions have been made on the Category I and II sections.

The subcommittee review process will proceed as follows: the subcommittees will, as a general rule, review the Category I sections and when finished with those sections, proceed to the Category II sections. There will be some exceptions. For example, there are very few Category I sections assigned to Subcommittee 2, and it probably makes sense to consider the subcommittee sections on a subject matter basis rather than piecemeal based on the categories.

The Co-Reporters will send out an agenda in advance of the subcommittee telephone conference calls stating what they hope to accomplish in the conference call. The overall goal is to have a significant number of recommendations from each subcommittee. It may turn out that a second conference call will be necessary in order to have consensus on the recommendations that will be made at the December Drafting Committee meeting. That's a decision that can be made at the end of the subcommittee call.

As I pointed out in my previous memorandum, the subcommittee recommendations will be presented at the December Drafting Committee meeting. At subsequent meetings, we will incorporate into the discussion the three additional acts that are within the ambit of this project (Trust Entity Act, Limited Cooperative Act and the Unincorporated Nonprofit Association Act).

It is possible we will decide that we will harmonize all the acts to one of those three acts rather than to RULLCA; but, in my opinion, and the Co-Reporters concur, it would be very cumbersome to try to consider all six acts at the same time.

This is a massive and complex project. In order to successfully complete our work on schedule, it is vitally important that everyone carefully study the sections that are to be reviewed in advance of the Subcommittee conference calls and the Drafting Committee meetings.

HJH/nr  
Attach.