



# Uniform Law Commission

# DRAFTING RULES

2012 Edition

**National Conference of Commissioners  
on Uniform State Laws**  
111 N. Wabash Ave., Suite 1010  
Chicago, Illinois 60602  
[www.uniformlaws.org](http://www.uniformlaws.org)



## **COMMITTEE ON STYLE**

The Committee on Style consists of the following uniform law commissioners:

LEE YEAKEL, United States Courthouse, P.O. Box 164196, Austin, TX 78716, *Chair*

JERRY L. BASSETT, Legislative Reference Service, 613 Alabama State House, 11 S. Union St., Montgomery, AL 36130

DEBORAH E. BEHR, Office of the Attorney General, P.O. Box 110300, Juneau, AK 99811

MARION W. BENFIELD, JR, 10 Overlook Cir., New Braunfels, TX 78132

DAVID D. BIKLEN, 153 N. Beacon St., Hartford, CT 06105

DIANE F. BOYER-VINE, Office of Legislative Counsel, State Capitol, Room 3021, Sacramento, CA 95814

JAMES M. CONCANNON, Washburn University School of Law, 1700 College Ave., Topeka, KS 66621

DENNIS W. COOPER, 123 W. Bay Dr. NW, Olympia, WA 98501

JAMES C. McKAY, JR., Office of the Attorney General for the District of Columbia, 441 Fourth St. NW, 6th Floor South, Washington, DC 20001

JOANNE M. PEPPERL, Office of Revisor of Statutes, 1445 K St., Room 358, Lincoln, NE 68509

JOHN J. STIEFF, Indiana Legislative Services Agency, 200 W. Washington St., Suite 301, Indianapolis, IN 46204

## **EX OFFICIO**

MICHAEL HOUGHTON, P.O. Box 1347, 1201 N. Market St., 18th Floor, Wilmington DE, 19899, *President*

## **EXECUTIVE DIRECTOR**

JOHN A. SEBERT, 111 N. Wabash Ave., Suite 1010, Chicago, IL 60602, *Executive Director*

Copies of these Rules may be obtained from:

NATIONAL CONFERENCE OF COMMISSIONERS  
ON UNIFORM STATE LAWS  
111 N. Wabash Ave., Suite 1010  
Chicago, Illinois 60602  
312/450-6600  
[www.uniformlaws.org](http://www.uniformlaws.org)



**UNIFORM LAW COMMISSION**

**DRAFTING RULES FOR UNIFORM AND MODEL ACTS**

As Approved by the Executive Committee of the  
Uniform Law Commission

July, 2012

**TABLE OF CONTENTS**

	Page
INTRODUCTION .....	1
<b>PART 1. GENERAL</b>	
RULE 101. SENTENCE STRUCTURE .....	1
RULE 102. SUBJECT OF SENTENCE .....	1
RULE 103. TENSE, MOOD, NUMBER, AND VOICE .....	2
RULE 104. GENDER .....	3
RULE 105. CONSISTENCY.....	3
RULE 106. BREVITY .....	3
RULE 107. PUNCTUATION .....	4
RULE 108. CAPITALIZATION .....	5
RULE 109. NUMBERS .....	6
<b>PART 2. WORDS AND PHRASES</b>	
RULE 201. CHOICE OF WORDS AND PHRASES IN GENERAL .....	7
RULE 202. LIMITATIONS, EXCEPTIONS, AND CONDITIONS .....	10
RULE 203. USE OF “SHALL”, “MAY”, “MUST”, “MIGHT”, AND “CAN” .....	13
RULE 204. USE OF “MAY NOT” AND “MUST NOT” .....	14
RULE 205. USE OF “SHOULD” AND “OUGHT” .....	15
RULE 206. REFERENCE TO ANTECEDENTS; USE OF “WHICH” AND “THAT”.....	15
RULE 207. USE OF “WHO”, “WHOM”, AND “WHOSE” .....	16
RULE 208. USE OF “SUCH”, “SAID”, AND “AFORESAID” .....	17
<b>PART 3. DEFINITIONS</b>	
RULE 301. FORMULATION OF DEFINITIONS .....	17
RULE 302. USE OF DEFINITIONS.....	19
RULE 303. ARRANGEMENT OF DEFINITIONS .....	21
RULE 304. STANDARD DEFINITIONS: “ELECTRONIC”, “RECORD”, AND “SIGN” ...	22
RULE 305. STANDARD DEFINITION: “PERSON” .....	23
RULE 306. STANDARD DEFINITION: “STATE”.....	23

**PART 4. STRUCTURE AND FORMAT**

RULE 401. SHORT TITLE OF ACT .....	23
RULE 402. SECTIONS AND LOWER SUBDIVISIONS: GENERAL RULES. ....	24
RULE 403. NUMBERING OF SECTIONS AND LOWER SUBDIVISIONS. ....	26
RULE 404. ORDER OF ARRANGEMENT OF PROVISIONS OF ACT .....	27
RULE 405. SERIES AND TABULATIONS .....	29
RULE 406. REFERENCES TO OTHER PROVISIONS OF ACT .....	31
RULE 407. USE OF BRACKETS .....	33
RULE 408. ALTERNATIVE PROVISIONS .....	34
RULE 409. AMENDMENT TO OR REVISION OF ACT .....	35
RULE 410. REPEALS AND CONFORMING AMENDMENTS. ....	36
RULE 411. LEGISLATIVE NOTES. ....	36
RULE 412. STATUTORY FORMS .....	37
RULE 413. GRAPHICS PROHIBITED. ....	37
RULE 414. REFERENCE TO FEDERAL LAW .....	37

#### PART 5. PROHIBITED AND QUESTIONABLE PROVISIONS

RULE 501. PURPOSE CLAUSE .....	39
RULE 502. PROVISION DUPLICATING GENERAL PROVISION OF LAW .....	39
RULE 503. CREATION OF AGENCY .....	39

#### PART 6. STANDARD SECTIONS

RULE 601. UNIFORMITY OF APPLICATION AND CONSTRUCTION. ....	40
RULE 602. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT .....	40
RULE 603. SAVINGS AND TRANSITIONAL PROVISIONS .....	41
RULE 604. SEVERABILITY .....	42
RULE 605. REPEALS AND CONFORMING AMENDMENTS .....	42
RULE 606. EFFECTIVE DATE .....	43

#### APPENDICES

APPENDIX A. SAMPLE OUTLINE OF UNIFORM ACT .....	44
APPENDIX B. WORDS AND PHRASES .....	46
APPENDIX C. FORMAT .....	50
APPENDIX D. EXAMPLES OF FORMAT .....	53
APPENDIX E. EXAMPLE OF STATUTORY FORM .....	56

## INTRODUCTION

The following are the basic rules for drafting uniform and model acts. They are not intended to be exhaustive guidelines for good legislative drafting. They must be supplemented by other rules, such as those for spelling, grammar, usage, compounding, punctuation, capitalization, and numbers. In situations not covered by these rules, the drafter should consult the most recent edition of the *Style Manual* of the United States Government Printing Office for guidance. That publication is available for purchase and may be searched on the Internet at <http://www.gpoaccess.gov/stylemanual>. For generally accepted meanings and standard usage of words, the drafter should consult a standard dictionary.

The essentials of good legislative drafting are accuracy, brevity, clarity, and simplicity. The purpose and effect of an act should be evident from its language. Choose words that are plain and commonly understood. Omit unnecessary words. Use language that conveys the intended meaning to a reader who is not an expert in the subject matter.

The principal functions of an act are to (1) impose a duty or obligation, (2) confer a power, create a right, or grant a privilege, and (3) prohibit conduct. Occasionally, an act may establish an agency or other governmental entity. An act is often subject to conditions, qualifications, limitations, or exceptions. The clarity and precision of an act are enhanced by plain and orderly expression of those functions.

## PART 1. GENERAL

### **RULE 101. SENTENCE STRUCTURE.**

Use short, simple sentences. Avoid excessive use of dependent clauses, parallel clauses, compound sentences, and other complex sentence structures. Several short, simple sentences are preferable to one long sentence.

#### **Comment**

An act should be understandable. Complex sentence structure often makes an act ambiguous or its meaning obscure. A sentence that expresses a single thought is easier to understand.

### **RULE 102. SUBJECT OF SENTENCE.**

In a sentence that imposes a duty, obligation, or prohibition or that grants a power, right, or privilege, use as the subject of the sentence the person on which a duty, obligation, or prohibition is imposed or to which a power, right, or privilege is granted, unless the subject is clear from the context.

**RULE 103. TENSE, MOOD, NUMBER, AND VOICE.**

(a) Use the present tense. A circumstance putting a provision of an act in operation is in the present tense. Use the present perfect tense to state a condition precedent or triggering circumstance that has been completed. Use the past tense only to describe an event that must have occurred before the time with respect to which the act operates. Do not use the future tense or the future perfect tense.

*Example of use of present tense:*

An individual who *is* injured may bring an action under this section.

*Example of use of present perfect tense:*

If the issue *has been* litigated previously, the claimant may not recover.

*Example of use of past tense:*

On the death of a minor who *was* a donor or *had signed* a refusal, the procurement organization shall conduct a reasonable search for the parents of the minor and provide the parents with an opportunity to revoke or amend the anatomical gift or revoke the refusal.

(b) Use the indicative mood. Do not use the subjunctive mood.

*Do not say:*

The notice is treated as if it were timely received.

If the officer were president, the officer may preside at the meeting.

*Say:*

The notice is treated as if it was timely received.

If the officer is president, the officer may preside at the meeting.

(c) Use the singular rather than the plural. The singular includes the plural and is simpler and clearer than the plural.

*Do not say:*

Reversionary interests are subject to limitations in the documents that create the interests.

*Say:*

A reversionary interest is subject to a limitation in the document that creates the interest.

(d) Use the active voice unless using the passive voice makes the provision more readable and the subject is clear.

*Do not say:*

The fee must be paid by the applicant not later than 30 days after submitting the application.

*Say:*

An applicant shall pay the fee not later than 30 days after submitting the application.

### **Comment**

An act is regarded as speaking in the present and constantly. The use of “shall” in imposing a duty or prohibition does not indicate the future tense. Even if an action is required on a specified future date, the form of expression is in the present tense.

### **RULE 104. GENDER.**

Draft in a gender-neutral form unless the subject must be a member of a particular gender, such as the mother or father of a child. Do not use phrases such as “he or she”, “his or her”, or “himself or herself”. Instead, repeat the noun.

*Example:*

*An individual* who makes an investment in a business enterprise and erroneously but in good faith believes that the *individual* has become a limited partner in the enterprise is not liable for the enterprise’s obligations.

### **Comment**

Virtually all states require that legislation be drafted in a gender-neutral form.

### **RULE 105. CONSISTENCY.**

(a) Be consistent in the use of language throughout an act. Do not use the same word or phrase to convey different meanings. Do not use different language to convey the same meaning.

(b) Be consistent in the arrangement of comparable provisions. Arrange sections containing similar material in the same way.

### **Comment**

Consistency helps prevent different interpretations of similar provisions.

### **RULE 106. BREVITY.**

(a) Omit needless language.

(b) If a word has the same meaning as a phrase, use the word.

(c) Use the shortest sentence that conveys the intended meaning.

### **Comment**

In construing an act, a court considers each word and tries to give it meaning. Unnecessary language is more likely to mislead than to make the meaning clear.

### **RULE 107. PUNCTUATION.**

(a) Punctuate carefully. Consider rewriting a sentence if a change in punctuation might change its meaning.

(b) Use a comma followed by “or” to separate the last of a disjunctive series of three or more words, phrases, or clauses in a sentence.

*Example:*

A disclaimer made under this section is not a transfer, assignment, *or* lease.

(c) Use a comma followed by “and” to separate the last of a conjunctive series of three or more words, phrases, or clauses in a sentence.

*Example:*

“Transfer” includes an assignment, conveyance, sale, lease, mortgage, encumbrance, gift, *and* transfer by operation of law.

(d) Use a colon to introduce a list of items. See Rule 405(b).

(e) Do not use parentheses or brackets as punctuation. Use parentheses only around numbers or letters to designate subdivisions of sections, as provided in Rule 403. Brackets have a special significance. See Rule 407.

(f) In drafting an act, place a comma or period outside a close quotation mark unless an entire sentence is contained in quotation marks. Place a semicolon or colon outside a close quotation mark.

*Examples:*

**SECTION 2. DEFINITION.** In this [act], “jurisdiction”, used to refer to a political entity, means the United States, a state, a foreign country, or a political subdivision of a foreign country.

**SECTION 3. NAME.** The name of a limited liability company must contain “limited liability company” or “limited company” or the abbreviation “LLC”, “L.L.C.”, “LC”, or “L.C.”.

**SECTION 4. PLEDGE.** Each elector nominee and alternate elector nominee of a political party shall execute the following pledge: “If selected for the position of elector, I agree to serve and to mark my ballots for President and Vice President for the nominees for those offices of the party that nominated me.”

### Comment

Although the normal rule for nonlegislative drafting is to place a comma or period *inside* a close quotation mark, in legislative drafting, a period or comma is placed *outside* a close quotation mark to ensure clarity. This is illustrated by the first two examples. In the first example, the comma is placed *outside* the close quotation mark to make it clear that the comma is not part of the defined term “jurisdiction”. In the second example, the commas separating the abbreviations of the name “limited liability company” and the period ending the list are placed *outside* the abbreviations to make it clear *exactly* what characters are permitted in the abbreviations, including the periods. In the third example, the period is placed *inside* the close quotation mark because the entire sentence is part of the quoted language.

### **RULE 108. CAPITALIZATION.**

(a) Use an initial capital letter when referring to a specific article, part, or section. Use a lower-case letter when referring to a specific subsection, paragraph, or lower subdivision.

*Examples:*

The procedural provisions of [Article] 3 apply to a transaction under this [article].

The requirements of Section 4(c) apply to a notice filed under this *section*.

Except as otherwise provided in *subsection* (b), the following rules apply:

(b) Use a lower-case letter for an internal reference within the same act, article, part, section, or lower subdivision.

*Examples:*

This [act] may be cited as the Uniform Military and Overseas Voters Act.

The [Attorney General] may maintain an action to restrain a foreign limited partnership from transacting business in this state in violation of this [article].

This *section* applies to a foreign limited liability company doing business in this state.

(c) Do not capitalize the word “act” when used to refer to the act being drafted.

(d) Do not capitalize the word “state” unless it is part of a proper noun – *e.g.*, “Secretary of State”.

(e) Capitalize “Governor”, “Attorney General”, “Legislature”, “General Assembly”, and other official titles.

(f) Capitalize “Internet”. Do not capitalize “website”.

**RULE 109. NUMBERS.**

(a) Use Arabic numbers for numbers over nine – *i.e.*, 10, 123, 1,500, 12,500. Spell out numbers one through nine.

*Example:*

An individual may apply for an absentee ballot not more than *two* months before the individual attains the age of *18*.

(b) Do not follow the numbers one through nine with Arabic numbers in parentheses.

*Do not say:*

An action must be filed not later than six (6) months after the notice is served.

*Say:*

An action must be filed not later than six months after the notice is served.

(c) Use whole numbers unless there is a substantive reason to use a number with decimal fractions. Do not include zeros after a decimal point.

*Do not say:*

The registration fee is \$100.00.

*Say:*

The registration fee is \$100.

(d) Avoid beginning a sentence with a number.

## PART 2. WORDS AND PHRASES

### RULE 201. CHOICE OF WORDS AND PHRASES IN GENERAL.

(a) Do not use slang, contractions, abbreviations, legalese, acronyms, or colloquial expressions. For example, do not use the “CPI” as a substitute for “Consumer Price Index” or “ADA” as a substitute for “Americans with Disabilities Act.” On occasion, a word derived from initials has evolved into a word in its own right and is listed as a word in standard dictionaries. For example, “DNA” (deoxyribonucleic acid) is listed in standard dictionaries as an accepted word. Use of such a word is appropriate as a defined term.

(b) Select short, familiar words and phrases that best express the intended meaning. See *Appendix B, Words and Phrases*.

(c) Do not use both a word and its synonym. See Rule 302(b).

(d) Use a pronoun only if its antecedent is unmistakable. Repeat the noun if there is a possibility of ambiguity as to the antecedent.

*Example:*

A *company* loses its lien on any goods that *it* voluntarily delivers or unjustifiably refuses to deliver.

The use of the pronoun “it” to refer to “company” is proper because it does not cause ambiguity.

*Example:*

If the *disclaimant* is not an individual, the disclaimed interest passes as if the *disclaimant* did not exist.

The use of the pronoun “it” to refer to “disclaimant” is not proper because the pronoun could be read to refer to “interest”. To avoid this ambiguity, it is necessary to repeat the noun “disclaimant”.

(e) Avoid use of possessive nouns. A possessive noun may create ambiguity. For example, the phrase “claimant’s rights” may be read to mean either the rights pertaining to a single claimant or the rights pertaining to all claimants. It is clearer to say either “the rights of a claimant” or “the rights of claimants”. However, a possessive noun may be used if there is no ambiguity – for example, “attorney’s fees and costs”.

(f) Do not use archaic or indefinite words or redundant couplets. See *Appendix B, Words and Phrases*.

(g) Do not use “any”, “each”, “every”, “all”, or “some” if “a”, “an”, or “the” can be used with the same result.

*Example:*

*Each* owner attending the meeting shall sign a registration card.

“Each” is appropriate here only if the failure of an owner to attend the meeting has a legal consequence other than to an individual owner, such as the validity of the meeting. If the only legal consequence is to the owners as individuals, “An” should be used.

(h) Do not use “and/or”.

*Do not say:*

*Say:*

A claimant and/or beneficiary may apply.      A claimant, beneficiary, or both may apply.

Claimants and/or beneficiaries may apply.      Claimants, beneficiaries, or both may apply.

(i) Do not use “deem” to mean “consider”. Use “deem” only to state that something is to be treated as true even if contrary to fact.

*Examples:*

An order denying a motion to compel arbitration is *deemed* final.

The notice is *deemed* to be timely received.

(j) Do not include “the provisions of” when referring to a provision of an act. For example, do not say “subject to the provisions of this [act]” or “subject to the provisions of Section 2”. Say “subject to this [act]” or “subject to Section 2”. The phrase “the provisions of” adds nothing to the phrase “this [act]”. However, it is correct to say “the *procedural* provisions of this [act]” because the phrase refers to a subset of the provisions of the act.

(k) In a section without subsections, and in each subsection of a section, use the indefinite article “a” or “an” to impart particularity to the first mention of a noun indicative of a member of a class or group, or to single out a referent from a class indicated by the noun. Use the definite article “the” or the pronoun “that” or “which” for further references to that noun.

*Example:*

As early as possible before *a* prospective adoptive parent accepts physical custody of *a* minor, *the* parent shall ensure that *the* minor is examined by a physician.

Exceptions to this rule are (1) when referring to “the court” and (2) when the first reference to the noun, imparting particularity, is implied.

*Examples:*

*The* court may request that a recipient file a notice.

On recording of *an* assignment of rents, *the* security interest in rents attaches.

Because an assignment of rents creates a security interest, reference to a particular assignment of rents implies the first reference, imparting particularity to “security interest.”

(l) In a series of singular nouns, use an article (“the”, “a”, or “an”) only before the first noun in the series. Use the indefinite article appropriate for the first noun in the series.

*Examples:*

A partnership, limited liability company, or unincorporated nonprofit association may participate in the program.

*An* unincorporated nonprofit association, limited liability company, or partnership may participate in the program.

(m) Avoid inserting a word or phrase between an auxiliary verb and its main verb.

*Do not say:*

A warehouse *may*, by giving notice, *require* payment.

*Say:*

A warehouse, by giving notice, *may require* payment.

In this example, “may” is the auxiliary verb, and “require” is the main verb.

(n) Avoid beginning a sentence with the word “No”.

(o) In drafting a prohibition, use “not” with a verb to express what is prohibited. Do not use “no” to modify the person against which the prohibition is directed.

*Do not say:*

No person may claim a credit more than once.

*Say:*

A person may not claim a credit more than once.

(p) Do not add the word “then” after the comma ending an “if” clause. The word “then” is superfluous.

*Do not say:*

If the applicant meets the requirements in subsection (a), then the office shall issue the applicant a license.

*Say:*

If the applicant meets the requirements in subsection (a), the office shall issue the applicant a license.

(q) To express a range of time, use “not later than” or “at least”. Do not use “within” because this creates ambiguity as to whether the last day, or other unit of time, is included.

*Examples:*

An appeal must be taken under Rule 4 not later than 30 days after the decision is entered.

The effective date of revocation must be at least 60 days after the entity files notice.

An application must be filed not later than 30 days after the applicant received notice of eligibility.

### **Comment**

For a list of examples of word or phrase choice, see Appendix B, *Words and Phrases*.

### **RULE 202. LIMITATIONS, EXCEPTIONS, AND CONDITIONS.**

(a) A limitation, exception, or condition with respect to the applicability of a provision by another provision of an act should be placed at the beginning of the subordinated provision, so that it will be readily noticed. The subordinated provision should reference the dominant provision.

*Examples:*

Except as otherwise provided in Section 201(a), the following rules apply:

Subject to Section 201(a), an agent may receive service of process for an entity.

(b) Use the phrase “except as otherwise provided” to indicate that the dominant provision referred to, at least in some situations, limits or qualifies the rule stated in the subordinated provision. Use the phrase “subject to” to indicate that the dominant provision, though not limited or qualified by the subordinated provision, provides other criteria that should be considered in construing the subordinated provision.

(c) If a provision states a default rule that is subordinate to a contrary provision in a contract, instrument, or similar document, reference to the document should be made at the beginning of the provision.

*Examples:*

Unless the terms of a trust expressly provide that the trust is irrevocable, the settlor may revoke or amend the trust.

Except as otherwise provided in the agreement, each member has one vote.

(d) Avoid using “notwithstanding” to express a limitation of a general provision of the same act.

*Do not say:*

(a) An entity that fails to file an annual report more than 60 days after it is due is dissolved.

(b) Notwithstanding subsection (a), an entity that has been dissolved may be reinstated retroactively to the date it was dissolved by complying with subsection (c).

*Say:*

(a) Except as otherwise provided in subsection (b), an entity that fails to file an annual report more than 60 days after it is due is dissolved.

(b) An entity that has been dissolved may be reinstated retroactively to the date it was dissolved by complying with subsection (c)

(e) If the application of a provision of an act is limited by the occurrence of a condition that may not occur, use “if” to introduce the condition, not “when” or “where”.

*Do not say:*

When an agent changes its address, it shall notify the principal.

Where a blank in a negotiable receipt has been filled in without authority, a good-faith purchaser for value may treat the insertion as authorized.

*Say:*

*If* an agent changes its address, it shall notify the principal.

*If* a blank in a negotiable receipt has been filled in without authority, a good-faith purchaser for value may treat the insertion as authorized.

(f) If a condition is expected to occur, use “when.”

*Examples:*

*When* this section takes effect, the court shall dismiss all pending proceedings.

“Goods” means all things that are movable *when* a security interest attaches.

(g) If a condition may occur more than once with respect to the object to which it applies, use “whenever”.

*Example:*

*Whenever* an officer receives a call, the officer shall note the time in the log.

(h) Use “when” to indicate a particular time. Use “where” to indicate a particular place or set of circumstances.

*Examples:*

*When* a merger becomes effective, the surviving entity continues or comes into existence.

“Principal office” means the office *where* the principal executive office of an entity is located, regardless of whether the office is located in this state.

(i) Do not use “provided that”, “provided however that”, or a similar proviso.

(j) Use “but” instead of “except that”.

(k) Negate only unintended and reasonably inferable implications of a provision of an act.

*Example:*

“Guardian” means a person appointed by a court to make decisions regarding the support, care, education, health, or welfare of an individual. The term *does not include* a guardian ad litem.

### **Comment**

A limitation or exception to an act or provision should be placed where it is noticed. Consistent placement in the first part of an act or provision avoids surprise.

An unnecessary disclaimer in one provision of an act may create a negative pregnant suggesting a contrary construction of the meaning of a similar provision in which a disclaimer is not made.

Without the negating sentence in the example in Rule 202(k), one could reasonably infer that a guardian ad litem is within the scope of the definition of “guardian”.

### **RULE 203. USE OF “SHALL”, “MAY”, “MUST”, “MIGHT”, AND “CAN”.**

(a) Use “shall” or “must” to express a duty, obligation, requirement, or condition precedent.

(b) Use “shall” if the verb it qualifies is a transitive verb in the active voice and the subject is animate.

*Examples:*

The aggrieved party *shall* file the application.

A limited partnership *shall* deliver an annual report to the [Secretary of State] for filing.

A court of this state *shall* recognize a foreign-country money judgment.

(c) If a verb is used to express a condition precedent, use “must”.

*Example:*

An applicant *must* file an application to be considered for an exemption.

(d) Use “must” if the verb it qualifies is in the passive voice or the subject is inanimate.

*Examples:*

The applicant *must* be an adult.

The application *must* contain the following information:

Any prior conviction *must* be set forth in the application.

The order *must* state the time and place of the hearing.

The notice *must* contain the following information:

(e) Do not use “shall” or “must” to state a rule of law. Use the present tense.

*Do not say:*

*Say:*

This [act] shall apply to documents on file.      This [act] *applies* to documents on file.

All agents shall be bound by the decision.      All agents *are* bound by the decision.

A party shall be entitled to an exemption.      A party *is* entitled to an exemption.

An office shall be established in the state.      An office *is* established in this state.

(f) Use “may” to confer a power, privilege, or right.

*Examples:*

The applicant *may* demand [power] an extension of time.

The applicant *may* renew [privilege] the application.

The applicant *may* appeal [right] the decision.

(g) Do not use “might”. Use “may”.

*Do not say:*

A partner might be personally liable for the debts of the partnership in the following circumstances:

*Say:*

A partner *may* be personally liable for the debts of the partnership in the following circumstances:

(h) Do not use “can” as a substitute for “may”. Use “can” only in the sense of “is able to”.

### **Comment**

The test for determining whether the subject is animate is whether it can respond to a statutory command. For example, individuals, legal entities, and courts are animate because they can respond to a statutory command. Use “shall” in these cases. On the other hand, an application, order, or notice cannot respond to a command and, thus, is inanimate. Use “must” in those cases.

### **RULE 204. USE OF “MAY NOT” AND “MUST NOT”.**

(a) Use “may not” or “must not” to express a prohibition. Do not use “shall not”.

(b) Use “may not” if the verb it qualifies is a transitive verb in the active voice.

*Example:*

The applicant *may not* submit more than one application.

(c) Use “must not” if the verb it qualifies is an intransitive verb or a transitive verb in the passive voice.

*Example:*

The application *must not* be filed before the end of the reporting period.

### **RULE 205. USE OF “SHOULD” AND “OUGHT”.**

(a) The word “should” is properly used to state a duty to take action or to have knowledge.

*Examples:*

If payment is due and demanded on the delivery to the buyer of goods or documents of title, the seller may reclaim the goods delivered upon a demand made within a reasonable time after the seller discovers or *should* have discovered that payment was not made.

“Conspicuous”, with reference to a term, means written, displayed, or presented so that a reasonable person against which it is to operate *should* have noticed it.

(b) Do not use “should” or “ought” instead of “shall” or “must”.

*Do not say:*

*Say:*

An applicant *should* be 18 years of age.

An applicant *must* be 18 years of age.

A registered agent *ought* to effect service at the address on file.

A registered agent *shall* effect service at the address on file.

### **Comment**

A provision of the type described in Rule 205(b) must state a command, not merely provide guidance.

### **RULE 206. REFERENCE TO ANTECEDENTS; USE OF “WHICH” AND “THAT”.**

(a) References to antecedents must be unambiguous. If the antecedent is not clear, the drafter should rewrite the sentence to avoid ambiguity.

(b) Use “which” to introduce a nonrestrictive clause.

*Example:*

The application, *which* need not be verified, must be signed by the applicant.

(c) Use “that” to introduce a restrictive clause that is intended to modify the nearer of two possible antecedents.

*Example:*

An application to renew a *license that* has been revoked must be accompanied by a certificate of good standing.

(d) Use “which” to introduce a restrictive clause that is intended to modify the remote, rather than the nearer, of two possible antecedents.

*Example:*

An *application* to renew a license *which* has been rejected may be resubmitted not later than 30 days after rejection.

In this example, the antecedent is “application”, not “license”.

(e) If the antecedent is a noun phrase containing two or more nouns, treat the noun phrase as a unit in applying Rule 206(d).

*Example:*

A *purchaser in good faith that* receives the goods takes free of all liens.

In this example, although “faith” is the immediate antecedent, the phrase “purchaser in good faith”, treated as a unit, is the antecedent.

(f) In determining whether an antecedent is immediate or remote, an intervening phrase set off by commas generally may be ignored.

*Example:*

Articles of conversion or merger prevail as to persons, other than partners and transferees, *that* reasonably rely on the filed record to their detriment.

#### **RULE 207. USE OF “WHO”, “WHOM”, AND “WHOSE”.**

(a) Use “who” or “whom” only if the subject must be an individual. If there is a possibility that the subject may be a person other than an individual, such as a corporation or partnership, use “which” or “that”.

(b) Use “whose” as the possessive both for individuals and entities.

#### **RULE 208. USE OF “SUCH”, “SAID”, AND “AFORESAID”.**

(a) Do not use “such”, “said”, or “aforesaid” as a substitute for “the”, “that”, “it”, “those”, “them”, or similar words.

*Do not say:*

*Such* application must be in the form the court prescribes.

*Say:*

*The* application must be in the form the court prescribes.

(b) Use “such” to express “for example” or “of that kind”.

*Examples:*

The warehouse may also reserve a security interest under Article 9 against the bailor for the maximum amount specified on the receipt for charges other than those specified in subsection (a), *such as* for money advanced and interest.

The tribunal may issue a temporary child-support order if the tribunal determines that *such* an order is appropriate.

### **PART 3. DEFINITIONS**

#### **RULE 301. FORMULATION OF DEFINITIONS.**

(a) Define a term, whether a single word or phrase, if:

(1) the term has several different meanings and it is necessary to preclude any unintended construction of the act supported by a different meaning;

(2) the term is used in a sense that is broader or narrower than its common usage;  
or

(3) use of the defined term avoids excessive repetition of a phrase and improves the clarity of the act.

(b) If a definition is intended to exhaust the meaning of a term, use “means”. In an exhaustive definition, avoid using the term itself in the definitional language. There are two limited exceptions to this general rule:

(1) If the defined term is used in a narrower sense than the ordinary meaning of the word, the word may be used in the definition.

*Examples:*

“Day” *means* a calendar day.

“Instrument” *means* a negotiable instrument.

(2) Part of a defined term consisting of more than one word may be used in the definition.

*Example:*

“Principal amount of the *debt*” means the amount of a *debt* at the time of an agreement.

(c) If a defined term embraces more than one meaning, end the series with “or”.

*Example:*

“Tribunal” *means* a court, agency, *or* other entity authorized to establish, enforce, *or* modify a child-custody determination.

(d) If a definition is not intended to exhaust the meaning of a term but to give examples, use “includes”. If more than one item is listed, end the series with “and”.

*Example:*

“Transfer” includes an assignment, conveyance, sale, lease, mortgage, encumbrance, gift, *and* transfer by operation of law.

(e) The meaning of a defined term may be expanded to embrace one or more additional meanings by using “includes” in the qualifying language. For example, if “wages” is defined in the act, the following may be added to the definition:

The term *includes* gratuities received by an employee from patrons of the employer in the course of employment.

If “wages” is not defined in the act, but “wages” as used in the act includes items not usually included in the term, the example would read:

“Wages” *includes* gratuities received by the employee from patrons of the employer in the course of employment.

If the definition embraces more than one additional meaning, end the series with “and”.

*Example in which the word “animal” is defined:*

The term includes a fish, reptile, *and* bird.

(f) Do not follow the word “including” with the phrase “but not limited to”. The phrase is superfluous because the word “including” by itself states that the list is nonexclusive.

(g) The meaning of a defined term may be narrowed by adding a qualifying sentence.

*Example:*

“Part” means an organ, an eye, or tissue of a human being. The term *does not include* the whole body.

(h) If a term is used in an act in a meaning different from the defined meaning, or is used in the act as more than one part of speech, a limitation to the definition should be added immediately after the term.

*Examples:*

“Jurisdiction”, *used to refer to a political entity*, means the United States, a state, a foreign country, or a political subdivision of a foreign country.

“Record”, *used as a noun*, means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

(i) If the defined term consists of more than one word, capitalize only the first word in the definition unless the word is a proper noun. Do not capitalize a defined term when used in the act.

*Examples:*

“Power of attorney” means a writing or other record that grants authority to an agent to act in the place of the principal.

#### **RULE 302. USE OF DEFINITIONS.**

(a) Do not use the same definition for more than one form of a word, such as “writing” and “written”. It is generally clear that a definition applies to other forms of the word. If necessary for clarity, add a sentence stating that the other form of the word has a corresponding meaning.

*Example:*

“Writing” includes handwriting, printing, typewriting, and any other intentional reduction to tangible form. “Written” has a corresponding meaning.

(b) Do not use two defined terms to mean the same thing, such as “physician” and “medical doctor”. Choose a single term. See Rules 105(a) and 201(c).

(c) Use the defined term in the act, not its definitional language. For example, if “certificate” is defined to include an amended or restated certificate, in other parts of the act, do not say “a certificate or amended or restated certificate”; simply say “certificate”. However, if a provision is intended to apply only to a restated certificate, it is appropriate to say “restated certificate”.

(d) Do not use a defined term in the act in a sense that is inconsistent with the definition. For example, if “jurisdiction” is used in the sense of a political entity, avoid using the same word to mean the scope of power of a court. If this is unavoidable, qualify the definition. See Rule 301(h).

(e) Do not include substantive provisions in a definition. For example, in a definition of “termination”, it is incorrect to add the following sentence: “On termination, all obligations that are still executory on both sides are discharged and any rights based on prior breach of

performance survive.” The sentence is substantive law, not definitional. Move it to the substantive provisions of the act.

(f) A term must be defined so that, if the definition is substituted for the defined term as used in the text of the act, the sentence is grammatically correct.

*Do not say:*

“Durable,” with respect to a power of attorney, means that the power of attorney is not terminated by the principal’s incapacity.

“Effective” means that the record has become effective under Section 206(c).

“Presumption” means that the trier of fact must find that the existence of a fact is presumed until evidence is introduced that would support a finding of its nonexistence.

*Say:*

“Durable,” with respect to a power of attorney, means not terminated by the principal’s incapacity.

“Effective” means effective under Section 206(c).

“Presumption” means a rule under which the trier of fact must find that the existence of a fact is presumed until evidence is introduced that would support a finding of its nonexistence.

In the examples above, the phrase “that the power of attorney is not terminated by the principal’s capacity” cannot correctly be substituted for the adjective “durable” in the sentence “A power of attorney is durable unless it expressly provides that it is terminated by the incapacity of the principal.” The phrase “that the trier of fact must find that the existence of the fact is presumed until evidence is introduced that would support a finding of its nonexistence” cannot correctly be substituted for the noun “presumption” in the sentence “There is a presumption that the death of an insured individual is accidental.”

### **Comment**

Use computer-aided searches to check the use of defined terms in the act. When revising an act, be careful to ascertain whether each defined term is still used in the substantive provisions of the act or in another definition and that it is used with the defined meaning.

### **RULE 303. ARRANGEMENT OF DEFINITIONS.**

(a) Arrange all defined terms in alphabetical order and place them at the beginning of the act after the short title if they are used generally in the act. If a defined term is used only in a single section, part, or article, locate the definition at the beginning of the subdivision highest in rank in which the term is used. Examples: If the term is used only in Sections 202, 205, and 208 of Article 2, place the definition in Section 201 of Article 2. If a term is used only in Section 305, place the definition in subsection (a) of that section.

(b) Place definitions applicable to the entire act in the second section of the act, following

the short title. Definitions that are used only in other definitions in this section must also be placed in this section. The section heading in each case is “DEFINITIONS” or, if there is only one, “DEFINITION”. If there is more than one definition, place a colon after the phrase “In this [act]” and tabulate the definitions, using paragraphs, with Arabic numbers, whether or not the section has subsections. If there is only one definition, replace the colon with a comma. Do not use subsections to tabulate definitions.

*Examples:*

**SECTION 102. DEFINITIONS.** In this [act]:

(1) “Agent” means . . . .

**SECTION 102. DEFINITION.** In this [act], “agent” means . . . .

(c) In an act with articles, if definitions are used only in a single article, place them in a separate section at the beginning of the article and not in the general definitions section in Article 1. Follow the other rules in Rule 303(b).

*Examples:*

**SECTION 201. DEFINITIONS.** In this [article]:

(1) “Agent” means . . . .

**SECTION 201. DEFINITION.** In this [article], “agent” means . . . .

(d) If definitions are used only in a single section, place them in paragraphs in subsection (a) of the section. Follow the other rules in Rule 303(b).

*Examples:*

**SECTION 311. ENFORCEMENT.**

(a) In this section:

(1) “Complainant” means . . . .

**SECTION 311. ENFORCEMENT.**

(a) In this section, “complainant” means . . . .

(e) If a definition is used only in a single subsection, place it in another subsection following the subsection with a reference to the subsection or lower subdivision in which the term is used.

*Example:*

**SECTION 312. NOTICE OF HEARING.**

...

(g) The office shall serve notice of the opportunity for a hearing on an agent whose license is proposed to be revoked.

(h) In subsection (g), “serve” means to provide with personal service or to post in the United States mail, properly addressed, postage paid, return receipt requested.

**RULE 304. STANDARD DEFINITIONS: “ELECTRONIC”, “RECORD”, AND “SIGN”.**

(a) Use the following definitions of “electronic”, “record”, and “sign”:

“Electronic” means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities.

“Record” means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

“Sign” means, with present intent to authenticate or adopt a record:

(A) to execute or adopt a tangible symbol; or

(B) to attach to or logically associate with the record an electronic symbol, sound, or process.

(b) Deviation from the standard definition of “sign” is permitted in the following two situations:

(1) If the word “document” is defined in an act in place of “record”, the word “document” may be substituted for “record” in the definition.

(2) If the word “execute” is a defined term that includes delivery, a synonym for “execute,” such as “make,” may be used in the definition.

**RULE 305. STANDARD DEFINITION: “PERSON”.**

(a) Use the following definition of “person”:

“Person” means an individual, estate, business or nonprofit entity, [public corporation, government or governmental subdivision, agency, or instrumentality,] or other legal entity. [The term does not include a public corporation, government or governmental subdivision, agency, or instrumentality.]

(b) If a public corporation, government or governmental subdivision, agency, or instrumentality is included in the definition, include the first bracketed phrase and do not include the second bracketed sentence. If these entities are not included, do not include the first bracketed phrase and include the second bracketed sentence.

**RULE 306. STANDARD DEFINITION: “STATE”.**

(a) Use the following definition of “state”:

“State” means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States. [The term includes a federally recognized Indian tribe.]

(b) Do not include the bracketed sentence unless the act is intended to apply to Indian tribes.

## **PART 4. STRUCTURE AND FORMAT**

### **RULE 401. SHORT TITLE OF ACT.**

The short title of an act is its title as approved by the Executive Committee of the Uniform Law Commission. The short title is to be distinguished from the longer, more detailed title that is often included in bills as they are introduced in state legislatures. The short title of a uniform act should begin with “Uniform” and end with “Act”, or, if awkward, “Uniform Act [on] [for] [to] [relating to] . . .”. The short title of a model act should begin with “Model” and end with “Act”, or, if awkward, “Model Act [on] [for] [to] [relating to] . . .”. The short title of an act must accurately reflect its substance.

#### **Comment**

The authority to determine the short title of an act is vested in the Executive Committee. If the drafting committee wishes to revise the short title, it should recommend a revision to the Executive Committee.

The Executive Committee also makes the decision whether to designate an act as “Uniform” or “Model” and often makes that decision on the recommendation of the drafting committee. This decision is often made only in the months immediately before an act is submitted for final approval. Until the Executive Committee has made this decision, omit the term “Uniform” or “Model” in the short title.

Each state has its own standards and practices as to what titles require, many of them prescribed by the state’s constitution, statutes, or legislative rules.

### **RULE 402. SECTIONS AND LOWER SUBDIVISIONS: GENERAL RULES.**

(a) Use short sections.

(b) Use a separate section for each different topic.

(c) Number sections using Arabic numerals. See Appendix C, *Formatting Guidelines*, for numbering conventions.

(d) “Section” and the section number and heading should be printed boldface, using capital letters for “section” and the words in the heading.

*Example:*

**SECTION 10. MANNER OF DESIGNATING SECTIONS.**

(e) Do not use articles, pronouns, or the word “is” in a section heading.

*Do not say:*

**SECTION 12. DELIVERY  
OF A DOCUMENT OF GIFT IS  
NOT REQUIRED.**

*Say:*

**SECTION 12. DELIVERY OF  
DOCUMENT OF GIFT NOT  
REQUIRED.**

(f) Although a section heading need not be comprehensive, it should accurately reflect the contents of the section as a whole. As the contents are revised, make sure that the heading remains accurate and consistent with the contents.

(g) In a section with subsections, each subsection must be self-contained and must be able to stand alone without deriving meaning from other subsections. Example: If subsection (a) states “A dissolved limited liability company may publish notice of its dissolution,” subsection (b) may not state “The notice must contain” because the word “notice” in subsection (b) may not depend upon subsection (a) for its meaning. Instead, say “The notice authorized by subsection (a) must contain” to make it clear what “notice” is the subject of subsection (b).

(h) If a noun phrase such as “statement of dissolution” is used, even if the term is a defined term, subsequent references to the phrase in the same subsection, or in a section without subsections, are made by using the principal noun alone – *i.e.*, “statement”, unless doing so would create ambiguity.

*Examples:*

A qualified patient may make decisions regarding life-sustaining treatment so long as *the patient* is able to do so.

An agent for service of process appointed by a *limited liability company* or *foreign limited liability company* is an agent of the *company* for service of any process, notice, or demand required or permitted by law to be served on the *company*.

In the second example, using the single word “company” to refer back to “limited liability company or foreign limited liability company” makes the provision considerably more readable without diminishing clarity. The same rule applies in a section without subsections.

However, if the noun phrase is referred to in subsequent subsections, repeat the entire phrase the first time it is used and use the principal noun alone for any subsequent references in the same subsection.

*Do not say:*

(a) A limited liability company is bound by and may enforce the operating agreement, whether or not the *company* has itself manifested assent to the agreement.

(b) A person that becomes a member of the *company* is deemed to assent to the operating agreement.

*Say:*

(a) A limited liability company is bound by and may enforce the operating agreement, whether or not the *company* has itself manifested assent to the agreement.

(b) A person that becomes a member of *a limited liability company* is deemed to assent to the operating agreement.

In subsection (a), after the term “limited liability company” is used, the word “the company” is used for subsequent references in subsection (a). However, in subsection (b), the phrase “a limited liability company” must be used the first time in subsection (b). See Rule 402(g) (subsections must be self-contained).

(i) Do not use headings for subsections or lower subdivisions.

(j) Divide into subsections and paragraphs, as necessary, a section that covers a number of contingencies, alternatives, requirements, or conditions. A paragraph may be divided into subparagraphs. A subparagraph may be divided into clauses, and a clause may be divided into subclauses, but avoid their use. Divide a section into several sections as an alternative to using subparagraphs or lower subdivisions. For numbering of subdivisions, see Rule 403.

(k) Paragraphs are used in only two situations: (i) at the level immediately below a subsection and (ii) at the level immediately below a section without subsections, as in a list of tabulated provisions. Refer to them as “paragraphs”. Do not refer to them as “subsections”.

(l) Avoid numbering internal clauses in a nontabulated sentence. If internal numbering is essential for clarity, use lower-case Roman numerals.

### **Comment**

Generally, a section heading is a signpost. It gives general notice of the contents of the section. Do not depend on or use a heading to add substance to a section.

The perceived need for internal numbering may indicate that the subdivision is too complex and should be divided into separate subdivisions. If possible, revise the subdivision so that the clauses are at the end and, thus, may be tabulated.

See Appendix A, *Sample Outline of Acts*.

**RULE 403. NUMBERING OF SECTIONS AND LOWER SUBDIVISIONS.**

Designate each subdivision of a section – *i.e.*, subsection, paragraph, subparagraph, clause, or subclause – by a letter or number, in the following order:

(a) Designate subsections by lower-case letters in parentheses.

*Example:*

Section 101(a).

*Example of a reference in another subsection in the same section:*

In subsection (a):

(b) Designate paragraphs by Arabic numerals in parentheses. See Rule 402(k).

*Examples:*

Section 101(a)(1)

Section 101(1)

*Example of a reference in another paragraph in the same subsection, or in another paragraph of a section without subsections:*

In paragraph (1):

(c) Designate subparagraphs by upper-case letters in parentheses.

*Example:*

Section 101(a)(1)(A)

*Example of a reference in another subparagraph in the same paragraph:*

In subparagraph (A):

(d) Designate clauses by lower-case Roman numerals in parentheses.

*Example:*

Section 101(a)(1)(A)(i)

*Example of a reference in another clause in the same subparagraph:*

In clause (i):

(e) Designate subclauses by upper-case Roman numerals in parentheses.

*Example:*

Section 101(a)(1)(A)(i)(I)

*Example of a reference in another subclause in the same clause:*

In subclause (I):

#### **RULE 404. ORDER OF ARRANGEMENT OF PROVISIONS OF ACT.**

(a) Organize an act in the most useful and logical format for the reader. Avoid an organization that requires an understanding of a later section to understand an earlier section. Place together all sections dealing with a common subject.

(b) A lengthy act may be divided into articles. In exceptional cases, further subdivision into parts may be considered. Some states do not use divisions lower than articles. If an act is divided into articles, Article 1 is entitled “GENERAL PROVISIONS”. Article 1 includes the short title and the definitions section as the first two sections, followed by any other sections generally applicable to the act, such as an applicability section. Bracket the word “[Article]” when referring to a specific article because many states use other terms, such as “Title” or “Chapter”, to describe this division. The one exception to this rule is the Uniform Commercial Code, in which the articles generally have been designated as “Articles” by the states.

(c) A table of contents should be prepared for an act and placed after the cover sheet before the provisions of the act.

(d) The following is the proper order of arrangement of provisions in an act:

(1) Short title.

(2) Definitions.

[(3) Scope, applicability, exceptions, exclusions.]

[(4) Administrative and procedural provisions.]

(5) Substance; state positive requirements in order of time, importance, or other logical sequence.

[(6) Prohibitions and penalties.]

(7) Uniformity of application and construction clause.

(8) Relation to Electronic Signatures in Global and National Commerce Act clause.

[(9) Savings and transitional provisions].

[(10) Severability.]

[(11) Repeals and other conforming amendments.]

(12) Effective date.

(e) The last sections in an act, described in Rule 404(d)(7) through (12), are standard sections. For the required language, see Rules 601 through 606. Keep these sections in this order. They are the final sections in the act. Do not place any section after them. If the act is divided into articles, place these sections, and no other sections, in the last article, entitled “MISCELLANEOUS PROVISIONS”.

(f) Do not include the section entitled “UNIFORMITY OF APPLICATION AND CONSTRUCTION” in a model act. See Rule 601.

(g) Include the section entitled “SAVINGS AND TRANSITIONAL PROVISIONS” only if it is needed to preserve the effectiveness of existing rights, liabilities, or proceedings under a law superseded by the act. See Rule 603.

(h) Include the section entitled “REPEALS; CONFORMING AMENDMENTS” only if existing law must be repealed or amended as a result of the enactment of the act. See Rule 605.

### **Comment**

Except for the placements of the short title, definitions, and the standard sections described in Rule 404(e), which are mandatory, the suggested order of arrangement of provisions is subject to the general requirement that an act be organized in the format most useful to the reader. See Appendix A, *Sample Outline of Acts*, Section 5.

The section entitled “SEVERABILITY” is rarely needed. See Rule 604.

The sections entitled “SAVINGS AND TRANSITIONAL PROVISIONS”; “SEVERABILITY”; and “REPEALS; CONFORMING AMENDMENTS” are in brackets, indicating that they may be omitted.

### **RULE 405. SERIES AND TABULATIONS.**

(a) Break a sentence into its parts and present them as a series in tabular form if this makes the meaning substantially clearer.

(b) Introduce a tabulated series with a phrase or sentence ending with a colon.

(c) Unless each item in a tabulated series is a complete sentence, the first letter of each item in the series is lower-case and each item in the series ends with a semicolon, except the last

item, which ends with a period. Only the next to last item in the series is followed by “or” to indicate a disjunctive series or by “and” to indicate a conjunctive series.

(d) Instead of using “or” or “and” to indicate the disjunctive or conjunctive in a tabulated series, a phrase in the introductory clause of the series may more clearly express how many of the items in the series are to be required, such as “any of the following”, “one of the following”, “all of the following”, or “one or more of the following”, followed by a colon.

(e) If each item in a tabulated series is a complete sentence, the first letter of each item is capitalized and the sentence ends with a period. A tabulated series may consist of complete sentences if it is preceded by phrases such as “as follows”, “the following”, or “the following rules apply:” An item in a tabulated series consisting of complete sentences may have more than one sentence.

(f) Do not include in the last item of a tabulation language intended to qualify all the items. Place language intended to qualify all provisions in a tabulated series in the text immediately preceding the series.

(g) Do not place a trailing sentence or phrase after a tabulation. If the language is not a part of the tabulated series, place it before the tabulated sentence or draft it as a separate subsection, paragraph, or other subdivision. See Comment.

(h) If the letter “l” is used to designate a subsection, italicize it, leaving it lower-case – *i.e.*, “(l)” – so that it is not misread as the number “1”.

(i) Provisions in a tabulated series in a subsection, or in a section without subsections, are set forth in paragraphs, *e.g.*, (1), (2), (3). Provisions in a tabulated series in a paragraph are set forth in subparagraphs, *e.g.*, (A), (B), (C). See Rule 403 for lower subdivisions.

(j) Do not use subsections for tabulations. Subsections must be self-contained. See Rule 402(g).

(k) If the language of the introductory text and tabulated series comprise a single sentence, the introductory text and each individual paragraph, or lower subdivision, must constitute a coherent, grammatically correct sentence. The only exception is in a definition section, which begins “In this [act]:” or “In this [article]:” or a definition subsection, which begins “(a) In this section:” See Rule 303(b).

(l) Do not follow a subsection letter with a paragraph number with no words in between. For example, do not designate a subsection “(a)(1)” followed by paragraphs (2) and (3) under the subsection. Such numbering may create ambiguity. Instead, these “paragraphs” should be designated as a subsections.

*Do not say:*

(a)(1) An entity must file an annual report in the form prescribed by the [Secretary of State].

(2) The report must be filed between April 1 and July 1 of each year, except the first report for the entity, which must be filed within three months of the formation of the entity.

(3) The report must contain the following information:

Say:

(a) An entity must file an annual report in the form prescribed by the [Secretary of State].

(b) The report required by subsection (a) must be filed between April 1 and July 1 of each year, except the first report for an entity, which must be filed within three months of the formation of the entity.

(c) The report required by subsection (a) must contain the following information:

In the example, subsection “(a)(1), (2), and (3)” has been redesignated as subsections “(a), (b), and (c)” with appropriate adjustments to each subsection in order to comply with Rule 402(g) – *i.e.*, in subsection (b), the phrase “an entity” (not “the entity”) is used the first time.

The same rule applies to lower subdivisions. For example, do not designate a paragraph as (1)(A) or a subparagraph as (A)(i).

### Comment

Tabulation is especially appropriate if the context precludes the use of short sentences. Consider using tabular form if a number of rights, powers, privileges, duties, or liabilities are granted to or imposed on a person and in other situations if tabulation facilitates comprehension. See Rule 403, concerning the manner of designating subdivisions in a tabulation. If feasible, avoid using tabulations below the subparagraph level because many legislative drafting offices exclude these subdivisions and run the text together.

Trailing sentences or phrases placed after a tabulation which are not designated by a letter or number detract from structural clarity and often cause ambiguity. They cannot be referenced precisely by other provisions of the act or other laws and cannot be cited precisely by judicial or administrative decisions. Moreover, it is often unclear whether they modify only the last of the tabulated subdivisions or all of them.

### **RULE 406. REFERENCES TO OTHER PROVISIONS OF ACT.**

(a) Refer to a subsection, or lower subdivision, in the same section, *e.g.*, as “subsection (a),” “paragraph (1),” “subparagraph (A),” etc. Example: “Except as otherwise provided in subsection (c), . . .”. Do not add “of this section” after “subsection (a)” or similar phrases after the other examples. These phrases are superfluous. When referring to a provision in another subsection within the same section, use the word “subsection” for the reference, even though the provision referred to is in a lower subdivision of the subsection. For example, a reference in subsection (a) to paragraph (2) of subsection (d) should be stated: “Except as otherwise provided in *subsection* (d)(2), . . .” A reference in subsection (a) to subparagraph (B) of paragraph (2) of

subsection (d) should be stated: “Except as otherwise provided in *subsection* (d)(2)(B)”. The same rule applies at lower levels. For example, if the referring provision and referenced provision are both in subsection (a), a reference in paragraph (1) to subparagraph (C) of paragraph (2) should be stated: “Except as otherwise provided in *paragraph* (2)(C)”.

(b) Refer to a subsection, or lower subdivision, in a different section as, for example, “Section 27(a)” or “subsection (a)(1)”.

*Do not say:*

Except as otherwise provided in paragraph (1) of subsection (a) of Section 17, the following rules apply:

*Say:*

Except as otherwise provided in Section 17(a)(1), the following rules apply:

(c) If the reference is to more than one subdivision of a section, the second and subsequent subdivisions do not include higher subdivisions.

*Do not say:*

Section 17(a)(1), (a)(2), and (b)

Section 17(a)(1)(A), (1)(B), and (1)(C)

*Say:*

Section 17(a)(1) and (2) and (b)

Section 17(a)(1)(A), (B), and (C)

(d) If the reference is to multiple subdivisions, use the plural and “and” or “through”.

*Examples:*

In Sections 402 *and* 403, . . . .

In subsections (d), (f), *and* (h), . . . .

In subsections (a) *through* (d), . . . .

(e) If the reference is to alternative subdivisions, use the singular and “or”.

*Examples:*

In Section 402 *or* 403, . . . .

In subsection (b), (d), *or* (f), . . . .

(f) Refer to specific provisions.

*Do not say:*

Except as otherwise provided in this [act], . . .

*Say:*

Except as otherwise provided in  
Section 201(g), . . . .

(g) Avoid using “road maps” – provisions that have no substantive effect of their own but merely refer to other provisions. A reference to another provision may be included in the comments.

*Example: Do not include a section like the following:*

**SECTION 7-509. RECEIPT OR BILL: WHEN COMPLIANCE  
WITH COMMERCIAL CONTRACT ADEQUATE.**

(a) The adequacy of a document of title to fulfill the obligations of a contract for sale is governed by Article 2.

(b) The conditions of a letter of credit are governed by Article 5.

**Comment**

Limited use of specific references to other sections may be useful because it avoids the need to search the entire act to locate the provisions to which reference is intended. But overuse of specific references to other provisions of an act may make the act difficult to read and understand. The greater the number of internal references, the greater the risk that a referenced provision will be changed without the referring provision also being changed.

Using “road maps” may create uncertainty. All provisions are assumed to have substantive effect. A provision that is not intended to have substantive effect of its own but merely is intended to refer to other sections may be assumed to have substantive effect, which may clash with the referenced provisions and create uncertainty as to the meaning of the act.

**RULE 407. USE OF BRACKETS.**

(a) To indicate that a choice is given to the enacting state in adopting or omitting language, place all of the language affected by the choice within brackets.

*Example:*

The [Secretary of State] may issue rules to carry out the purposes of this [act] in accordance with the [state administrative procedure act].

The name of the state official and statutory reference will vary from state to state.

*Example:*

“Child” means an individual who is under [15] years of age.

An enacting state may substitute a different age for “15” without affecting uniformity.

(b) As in the example in Rule 407(a), brackets are often used for numbers, *e.g.*, years, days, hours, or dollar amounts. Enclose only the number in brackets.

*Do not say:*

[30 days]

[\$1,000]

*Say:*

[30] days

[\$1,000]

When a number is required, it is always preferable to suggest a specific value and not to include a blank within the brackets.

(c) Place a reference to the act itself in brackets except in the short title of the act.

*Example:*

In this [act]:

The same rule applies to articles of an act:

*Example:*

In this [article]:

(d) A word, number, or phrase, or a paragraph, subsection, or section, or other text may be placed in brackets to indicate that the bracketed language is suggested but may be changed to conform to state usage or requirements or to indicate that the bracketed language is optional. If feasible, place an optional section in an article as the last section in the article or an optional subdivision in a tabulation as the last member in the tabulation. For example, if a section has seven required subsections and one optional subsection, it is best to designate the optional subsection as subsection (h) so that its omission does not require the renumbering of the other subsections. However, if, in this example, the optional subsection must be designated as subsection (c), do not bracket the designations of subsections (d) through (h) as “[d] [(c)]” or “[e] [(d)]” and so forth. This makes the act very difficult to read. If an act has an optional section that cannot be placed at the end of an article, *e.g.*, in an act without articles, do not bracket the section numbers of the subsequent sections.

### **Comment**

The words “act” and “article” are placed within brackets because they often are replaced with “title”, “chapter”, “part”, or a comparable division when the act is introduced in the enacting state.

### **RULE 408. ALTERNATIVE PROVISIONS.**

In some acts, it is not feasible to establish a single rule of law on a specific point for the entire country. In such a case, alternative provisions may be used if the alternatives do not

destroy the uniformity that is sought for the general subject of the act. The alternative provisions may encompass an entire section or a subdivision of the section. The alternatives should be clearly designated by placing the following on the line above the beginning of the first alternative, centered and in boldface:

#### **Alternative A**

On the line immediately following the end of the language of the first alternative and immediately preceding the beginning of the second alternative, insert the following:

#### **Alternative B**

More than two alternatives rarely should be used. However, if more than two alternatives are essential, follow the same pattern.

On the line following the end of all alternatives, insert the following:

#### **End of Alternatives**

#### **Comment**

This rule applies only to alternative provisions that are intended to be included in the final version of the act. During the drafting process, the reporter often will suggest alternative language with the expectation that only one alternative will be included in the final act. These alternatives should be clearly designated in the interim draft as alternatives solely for the drafting committee's consideration.

#### **RULE 409. AMENDMENTS TO OR REVISION OF ACT.**

(a) If there is an existing uniform or model act on the same subject, the new act must either amend or replace the existing act. If only minor changes are made, the new act should take the form of amendments. If a substantial number of changes are made, the new act should take the form of a revision. A state enacting the revised act, in the same enactment, will repeal the older act. The Executive Committee determines whether an act will take the form of amendments or a revision.

(b) If an act is a revision of an existing uniform or model act, if feasible, the new act should be given at least a somewhat different name. For example, the Uniform Interstate Family Support Act replaced the Uniform Reciprocal Enforcement of Support Act, and the Uniform Child Custody Jurisdiction and Enforcement Act replaced the Uniform Child Custody Jurisdiction Act. If it is not feasible to give a revised act a new name, the word "Revised" should be added to the title. For example, the Revised Limited Liability Company Act, completed in 2006, replaced the Uniform Limited Liability Company Act, completed in 1994. Although the latter act was amended in 1996, this was not a revision. Hence, the name of the act was not changed at that time.

(c) If an act is in the form of amendments to an existing act, the amendments should indicate deleted language by using strike-out type and indicate new language by underscoring.

*Example:*

(a) A tribunal of this state ~~issuing~~ which has issued a child-support order consistent with the law of this state has and shall exercise continuing, exclusive jurisdiction ~~over a~~ to modify the child-support order if the order is the controlling order.

(d) Do not overstrike or underscore partial words because this makes the changes extremely difficult to read. The entire word or phrase, or section reference must be overstricken or underscored.

*Do not say:*

A governmentall agency

An entity is ~~organized~~formed

~~A~~Limited partnerships

Section 9-109(a)(~~1~~)(2)(A)

In the second example, a space was inserted between “organized” and “formed”.

*Say:*

A ~~government~~ governmental agency

An entity is ~~organized~~ formed

~~L~~imited partnerships A limited partnership

Section ~~9-109(a)(1)(A)~~ 9-109(a)(2)(A)

(e) Do not use a text markup program, such as the Microsoft Word change tracking program, to make changes. Make amendments manually, with readability in mind.

### **Comment**

In the case of an amendment, showing deleted language avoids the risk that needless time of the Committee of the Whole will be consumed in debating existing language having no relation to the amendment proposed.

### **RULE 410. REPEALS AND CONFORMING AMENDMENTS.**

In some cases, the enactment of a uniform act requires repeals of, or conforming amendments to, other state laws. For example, enactment of Revised Article 1 of the Uniform Commercial Code – General Provisions requires amendment of several other articles of the Uniform Commercial Code. The amendments should be included in the bill when it is introduced in the state legislature. A legislative note should explain the need for these conforming amendments at the end of the act, with suggested language. See Rule 411.

### **RULE 411. LEGISLATIVE NOTES.**

(a) If it is necessary to provide guidance to legislative drafting offices, use a legislative note.

(b) Italicize the legislative note and place it at the end of the section to which it pertains and before the comments. Precede the legislative note with “**Legislative Note:**” in boldface. Single space the legislative note.

(c) Do not place a legislative note in the middle of a section even if it pertains only to a specific subdivision. If necessary, include a reference to the particular subdivision in the legislative note.

(d) Legislative notes are not comments. They should be brief and precise.

*Example in which subsection (a)(3) incorporates a provision of federal law with the option to incorporate future amendments – e.g., “11 U.S.C. Section 101 et seq. [, as amended]”:*

**Legislative Note:** *In states in which the constitution, or other law, does not permit the phrase “as amended” when federal statutes are incorporated into state law, the phrase should be deleted in subsection (a)(3).*

*Example of legislative note in which subsection (f) is optional:*

**Legislative Note:** *Subsection (f) is optional. It provides a procedure for the office to follow before canceling a certificate of title. It is intended for those states whose public records or other law does not already provide a procedure that ensures all interested parties are notified in advance and given an opportunity to be heard.*

*Example of legislative note concerning setting of administrative fees:*

**Legislative Note:** *States that combine fees in centralized statutes should add these fees to that statute. States that normally establish fees of this kind by administrative rule should select Alternative B.*

### **Comment**

Often explanatory notes are useful to provide guidance to legislative drafters, for example, when choices are to be made in filling specific references to state laws called for by bracketed language; for substituting an age, amount of money, or period of time for a number in brackets; for choosing among alternatives; or for including conforming amendments.

### **RULE 412. STATUTORY FORMS.**

Avoid including statutory forms in the text of an act. If a uniform form is desirable, place it in the comments. However, if the act contains a statutory form, the form should be as simple as possible. Do not use brackets in forms. Where an entry is required on the form, use a horizontal line with an indication under the line of the information required. Do not include graphics, borders, or bullets in the form. See Rule 413.

### **Comment**

It often is difficult to duplicate forms in acts. If a statutory form is needed, it is better to delegate the authority to create the form to an administrative agency in accordance with parameters set forth in the act. For an example of a statutory form placed in the comments, see the Comments to Section 5 of the Revised Uniform Anatomical Gift Act, which contain a Donor Card Form intended to be uniform. If it is necessary to include a statutory form in the text of an act, follow the format in Appendix E, *Example of Statutory Form*.

### **RULE 413. GRAPHICS PROHIBITED.**

Do not include graphics, borders, or bullets in the text of an act.

#### **Comment**

Even when they can be reproduced, graphics, borders, and bullets create special printing problems and generally will be deleted by the legislative drafting office.

### **RULE 414. REFERENCE TO FEDERAL LAW.**

(a) A uniform act may include references to federal law if necessary to achieve the objectives of the act. A reference to a federal act should include the official short title of the act, if any, followed by the citation to the United States Code or, if the act is not codified, to the Public Law number and Statutes at Large.

#### *Examples:*

Americans with Disabilities Act of 1990, 42 U.S.C. Sections 12111 through 12213

Title 11 of the United States Code

Budget Control Act of 2011, Pub. Law 112-25, 125 Stat. 240 (2011)

(b) In the text of the act, spell out the words “Section” or “Sections” rather than using the section symbol – “§” or “§§” – although the drafting rules or conventions of some state legislatures will require use of the section symbol. The section symbol may be used in the Comments.

(c) In the citation, include the first section codified in the United States Code followed by “et seq.” or include the first and last section, whichever form of citation ensures accuracy.

#### *Examples:*

Employment Retirement Income Security Act, 29 U.S.C. Section 1001 et seq.

Public Documents Act, 44 U.S.C. Sections 3315 through 3324.

(d) If the intent is to incorporate future amendments to a federal law, add the phrase, in brackets, “[, as amended,]”. A state will omit the bracketed language if the state constitution or judicial decisions prohibit incorporating future changes to federal law as an impermissible delegation of legislative authority.

(e) If necessary, include a general reference to regulations promulgated pursuant to a federal act in brackets as “[and regulations issued thereunder]”. A state will omit the bracketed language if there are no regulations or if state law prohibits incorporation by reference of a federal regulation.

(f) Do not include a citation to a specific federal regulation in the text of an act unless necessary. Federal regulations are often amended or recodified.

(g) Do not include a citation to a proposed federal regulation.

### **Comment**

It is usually not necessary to include references to federal law in the text of a uniform act. A reference to a federal law that may have an impact on the act is best left to the comments. Moreover, a reference to a federal act by implication requires compliance with regulations adopted under the act. One general exception is the need in most uniform and model acts to make a reference to the Electronic Signatures in Global and National Commerce Act to avoid federal preemption. *See* Rule 602.

## **PART 5. PROHIBITED AND QUESTIONABLE PROVISIONS**

### **RULE 501. PURPOSE CLAUSE.**

Do not include a statement of the purpose of an act in the text of an act.

### **Comment**

A well drafted act requires no extraneous statement within itself of what it seeks to accomplish or the reasons prompting its enactment. A Prefatory Note or Comments supply this detail to aid in its passage and interpretation. A purpose section may create uncertainty by giving support to specious arguments that substantive provisions of the act may be ignored because they are inconsistent with the purpose section.

### **RULE 502. PROVISION DUPLICATING GENERAL PROVISION OF LAW.**

(a) Do not include a provision concerning civil, criminal, administrative, or appellate procedure unless the act is intended to establish a procedure different from general procedures.

(b) Do not include a provision stating that the act is supplemented by common-law principles unless, without such an affirmative statement, the act is likely to be construed as occupying the field, displacing common-law principles.

## Comment

The incorporation of procedural provisions may impair the enactability of a uniform or model act. Repetition of general procedural provisions especially creates problems in states in which such procedures are established by court rule rather than by legislation.

State statutes are usually presumed to be supplemented by the common law. The rare exception is an act, such as a workers' compensation act, that is intended to preempt the field and displace common-law remedies. Unless there is a legitimate concern that a uniform or model act, although not intended to occupy the field, will nevertheless be so construed, it is unnecessary and confusing to include a provision that repeats this settled principle of common law.

### **RULE 503. CREATION OF AGENCY.**

Avoid creating a new agency in an act. However, if it is necessary to create a new agency, use simple language in the present tense to create the agency.

*Example:*

The Office of Administrative Hearings is created.

## Comment

Before creating an agency in a uniform or model act, consider the fiscal impact. It may be better to vest governmental functions established by an act in an existing agency.

## **PART 6. STANDARD SECTIONS**

### **RULE 601. UNIFORMITY OF APPLICATION AND CONSTRUCTION.**

To foster uniformity after enactment, include the following section in each uniform act but not in a model act:

**SECTION. 10. UNIFORMITY OF APPLICATION AND CONSTRUCTION.** In applying and construing this uniform act, consideration must be given to the need to promote uniformity of the law with respect to its subject matter among states that enact it.

### **RULE 602. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT.**

If an act contains a provision requiring a notice or other record or a signature, whether electronic or written, the following section should be included:

**SECTION 11. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT.** This [act] modifies, limits,

or supersedes the Electronic Signatures in Global and National Commerce Act, 15 U.S.C. Section 7001 *et seq.*, but does not modify, limit, or supersede Section 101(c) of that act, 15 U.S.C. Section 7001(c), or authorize electronic delivery of any of the notices described in Section 103(b) of that act, 15 U.S.C. Section 7003(b).

### Comment

In 2000, Congress enacted the “Electronic Signatures in Global and National Commerce Act”, 106 PUB.L.NO. 229, 114 Stat. 464, 15 U.S.C. § 7001 *et seq.* (popularly known as “E-Sign”). E-Sign largely tracks the Uniform Electronic Transactions Act (UETA). Section 102 of E-Sign, entitled “Exemption to preemption,” provides in pertinent part that:

(a) A State statute, regulation, or other rule of law may modify, limit, or supersede the provisions of section 101 with respect to State law only if such statute, regulation, or rule of law--

(1) constitutes an enactment or adoption of the Uniform Electronic Transactions Act as approved and recommended for enactment in all the States by the National Conference of Commissioners on Uniform State Laws in 1999” [with certain exceptions] or

(2)(A) specifies the alternative procedures or requirements for the use or acceptance (or both) of electronic records or electronic signatures to establish the legal effect, validity, or enforceability of contracts or other records, if [they meet certain criteria] and

(B) if enacted or adopted after the date of the enactment of this Act, makes specific reference to this Act.

15 U.S.C. § 7002(a). The inclusion of this section is necessary to comply with the requirement that the act “make[] specific reference to this Act” pursuant to 15 U.S.C. § 7002(a)(2)(B) if the uniform or model act contains a provision authorizing electronic records or signatures in place of writings or written signatures.

While this section should be included in most acts, do not include it if the act does not contain a provision requiring a notice or other record or a signature.

### **RULE 603. SAVINGS AND TRANSITIONAL PROVISIONS.**

Use a savings or transitional provision, or both, to clarify the effect of the act on existing relationships.

*Example:*

**SECTION 29. SAVINGS CLAUSE.** This [act] does not affect the validity or effect of a notarial act performed before [the effective date of this [act]].

### Comment

It is important to consider the effect that enactment of the act will have on existing rights, liabilities, and proceedings. The function of a savings provision is to preserve a law that the act supersedes and that otherwise would apply with respect to described transactions and events that occur before the act takes effect to minimize disruption inherent in change from the existing law to the new law. If existing rights are preserved, it may be desirable to require that they be asserted within a relatively short, specified period after the act takes effect. See Section 8-101 of the Uniform Probate Code for an example of a fairly comprehensive savings and transitional provision. Section 1103 of the Harmonized Uniform Partnership Act is an example of a limited savings provision. If a short statute of limitations is included in the savings provision, consider including a statement that it does not revive claims for relief already barred or preclude the barring of existing claims for relief sooner by another statute of limitations.

A transitional provision may phase in certain sections of an act over time. See Section 1003 of the Harmonized Uniform Partnership Act. The provision may also be used to make effective under the act certain preenactment transactions that were not previously effective. See Section 31 of the Revised Uniform Unincorporated Nonprofit Association Act.

Do not confuse savings and transitional provisions with applicability provisions. If used, an applicability section should be placed at the beginning of the act immediately after the definitions section. See Rule 404. Example of an applicability section:

**SECTION 3. APPLICABILITY.** This [act] applies to any transaction, certificate of title, record, or information involving a vehicle, even if the transaction, certificate of title, record, or information was entered into or created before the effective date of this [act].

**RULE 604. SEVERABILITY.**

If inclusion of a severability section is considered necessary because of a risk that one or more provisions of the act may be declared unconstitutional or otherwise invalid, include the following section, in brackets, with the following legislative note. The note indicates that the section is to be included only if the state enacting the act lacks a general severability statute or a decision by the highest court of the state stating a general rule of severability:

[**SECTION 12. SEVERABILITY.** If any provision of this [act] or its application to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of this [act] which can be given effect without the invalid provision or application, and to this end the provisions of this [act] are severable.]

*Legislative Note: Include this section only if this state lacks a general severability statute or a decision by the highest court of this state stating a general rule of severability.*

**Comment**

It is rarely necessary to include a severability section in an act because the nearly all states have either a general severability act or a decision by the highest court of the state stating a general rule of severability.

**RULE 605. REPEALS AND CONFORMING AMENDMENTS.**

If enactment of the act requires the repeal of or amendment to one or more other acts, the repeals or amendments should be set forth in a section in the following form:

**SECTION 23. REPEALS; CONFORMING AMENDMENTS.**

- (a) . . . .
- (b) . . . .
- (c) . . . .

**RULE 606. EFFECTIVE DATE.**

The last section of each uniform or model act is the effective date section. Use the following form:

**SECTION 24. EFFECTIVE DATE.** This [act] takes effect . . . .

**Comment**

Do not use the effective date section for transitional purposes, such as a phasing in a uniform act that replaces an older uniform act. This should be addressed in a transitional provision. See Rule 603.

**APPENDIX A**

**SAMPLE OUTLINE OF UNIFORM ACT**

**SECTION 1. SHORT TITLE.** This [act] may be cited as the \_\_\_\_\_ Act. [See Rule 401.]

**SECTION 2. DEFINITIONS.**

(1) [Refer to as “paragraph (1)”.]

[Return to margin.]

**SECTION 3. [SCOPE, APPLICABILITY, EXCEPTIONS, AND EXCLUSIONS.]**  
[Refer to as “Section 3”.]

**SECTION 4. [ADMINISTRATIVE AND PROCEDURAL PROVISIONS.]**

**SECTION 5. [SUBSTANTIVE PROVISIONS.]**

(a) [Refer to as “subsection (a)”.]

[Return to margin.]

(1) [Refer to as “paragraph (1)”.]

[Return to margin.]

(A) [Refer to as “subparagraph (A)”.]

[Return to margin.]

(i) [Refer to as “clause (i)”.]

[Return to margin.]

(I) [Refer to as “subclause (I)”.]

[Return to margin.]

**SECTION 6. [PROHIBITIONS AND PENALTIES].**

**SECTION 7. UNIFORMITY OF APPLICATION AND CONSTRUCTION.** [See Rule 601.]

**SECTION 8. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT.** [See Rule 602.]

**[SECTION 9. SAVINGS AND TRANSITIONAL PROVISIONS.]** [See Rule 603.]

**[SECTION 10. SEVERABILITY.]** [See Rule 604.]

**[SECTION 11. REPEALS; CONFORMING AMENDMENTS.]** [See Rule 605.]

(a) . . . .

(b) . . . .

(c) . . . .]

**SECTION 12. EFFECTIVE DATE.** This [act] takes effect . . . . [See Rule 606.]

## **APPENDIX B**

### **WORDS AND PHRASES**

#### **DO NOT USE REDUNDANT COUPLETS**

alter and change  
among and between  
any and all  
authorize and direct  
authorize and empower  
both real and personal property  
by and with  
constitute and appoint  
do and perform  
each and all  
each and every  
fail, refuse, and neglect  
final and conclusive  
force and effect  
from and after  
full and complete  
made and entered into  
null and void  
order and direct  
over and above  
power and authority  
shall have and exercise  
sole and exclusive  
type and kind  
unless and until

#### **DO NOT USE INDEFINITE OR ARCHAIC WORDS**

aforementioned  
aforesaid  
before-mentioned  
hereafter  
hereby  
herein  
hereinabove  
hereinafter  
heretofore  
herewith  
said [as a substitute for “it”, “he”, “she”, etc.]  
same [as a substitute for “it”, “he”, “she”, etc.]  
to wit

whatsoever  
whensoever  
wheresoever

## USE PLAIN ENGLISH

### *Questionable*

absolutely null and void and of no effect  
adequate number of  
adjudged, ordered, and decreed  
admit of  
afforded  
anticipate  
ascertain  
at the place  
at the time  
by means of  
by virtue of  
cause it to be done  
cognizant of  
component  
compromise [an obligation]  
conduct business  
consequence  
contiguous to  
different than  
does not operate to  
during such time as  
during the course of  
effectuate  
employ [in the sense of use]  
endeavor [as a verb]  
engage in business  
enter into a contract with  
evinced  
except that  
excessive number of  
expend

for the duration of  
for the reason that  
forthwith  
from July 1  
have knowledge of  
hereafter  
heretofore

### *Consider*

void  
enough  
adjudged  
allow  
given  
expect  
determine  
where  
when  
by  
because  
have it done  
aware, knew  
part  
excuse  
do business  
result  
next to, abutting  
different from  
does not  
while  
during  
bring about, carry out  
use  
try  
do business  
to contract with  
show  
but  
too many  
spend, disburse

during or while  
because  
immediately  
after June 30  
know  
after this . . . takes effect  
before this . . . takes effect

impact [as a verb]	affect or have an impact on
in a case in which	if
in case	if
in lieu of	instead of, in place of
in the interest of	for the benefit of
indicate [in the sense of show]	show
inquire	ask
in Sections 202 to 209 inclusive	in Sections 202 through 209
in the case of	if
in the event that	if
in the interest of	for
including, but not limited to,	including
is able to	can
is applicable	applies
is authorized to	may
is binding upon	binds
is directed to	shall
is entitled to	may
is unable to	cannot
has the duty to	shall
it shall be lawful for [ ] to	[ ] may
make payment	pay
make provision for	provide for
necessitate	require, need
numerous	many
occasion [as a verb]	cause
on and after July 1	after June 30
on or before June 30	before July 1
on the part of	by
or, in the alternative,	or
organized	formed
ought	should
paragraph (5) of subsection (a) of Section 209	Section 209(a)(5)
per annum	each year or annually
per centum	percent
period of time	period or time
portion	part
preserve	keep
prior [as an adjective]	previous
prior to	before
procure	obtain
prosecute business	do business
provided that	but
provision of law	law
render [in the sense of give]	give
render [in the sense of cause to be]	make
require [in the sense of need]	need

retain  
specified [in the sense of named]  
State of Texas  
subsequent  
subsequent to  
successfully completes  
suffer [in the sense of permit]  
sufficient number of  
summon  
the manner in which  
transact business  
undertake to do business  
until such time as  
utilize  
when [used to state a condition]  
where [used to state a condition]  
with reference to  
concerning  
within or without the United States  
with the object of changing

keep  
named  
Texas  
later  
after  
completes  
permit  
enough  
send for, call  
how  
do business  
do business  
until  
use  
if  
if  
as to, regarding, or  
  
inside or outside  
to change

## APPENDIX C

### FORMAT

Drafting committees and reporters should observe the following format while drafting uniform or model acts.

1. Transmit the act as a Microsoft Word “.doc” file. Do not transmit the act as a PDF file.
2. Use the Times New Roman 12 font for the text and comments.
3. Double-space the text of an act. Single-space the comments. Also single-space legislative notes. See Rule 411.
4. Use two spaces after a period or colon that is not at the end of a paragraph. Use a single space after the close parentheses designating a subdivision – *e.g.*, “(1) In this [act]:”.
5. Left justify all text. Do not use full justification.
6. Number each line of text, but not intervening spaces, on the left margin. Restart numbering at line 1 of each page.
7. Number each page, using Arabic numerals, after the Table of Contents at the center of the bottom of the page. Do not number the cover page or the Table of Contents.
8. Number sections sequentially from **SECTION 1**, using Arabic numerals. Do not skip or reserve numbers. Do not use “alpha” numbers, such as “SECTION 12A” as a section between Sections 12 and 13”. Renumber the sections as Sections 12, 13, and 14, and renumber subsequent sections.
9. If articles are used, number sections in Article 1 from **SECTION 101**; in Article 2, from **SECTION 201**; etc. Follow the same numbering scheme for subsequent articles. Do not skip or reserve articles. Use boldface for section numbers and boldface and solid capitals for headings. Place a period and two spaces after each section number and a period after each heading.
10. Do not hyphenate a word that would not otherwise be hyphenated solely to distribute the word between two lines.
11. Do not underscore, italicize, or use boldface for the text of an act, except section numbers and headings, which should be in boldface. The Comment heading should be in boldface and initial capitals – *i.e.*, **Comment** – and centered.
12. Do not skip lines to start a new page with a new section or article unless the last line contains no more than a section number and heading. Run all material continuously without page break.

13. Do not use footnotes. Place all explanatory material in the body of the Comments or a Prefatory Note, without footnotes.

14. To conform the draft to the *Example of Format*, Appendix D, set subdivision tabs for five-space intervals. Tabulate subdivisions of sections as follows:

A. If a section has no subsections [(a), (b), (c)], after setting one tab for “SECTION”, begin the text of the section two spaces after the period ending the section heading. Do not insert a “return” or “tab” before beginning the text of the section; wrap it to the next line.

**Illustration**

[1 Tab] **SECTION [3] [103]. CREATION OF AGENCY.** There is created . . . .

B. If a section has no subsections [(a), (b), (c)], but has paragraphs [(1), (2), (3)], *e.g.*, a definitions section or other list, indent each paragraph one tab.

**Illustration**

[1 Tab] **SECTION [1] [101]. DEFINITIONS.** In this [act]:

[1 Tab] (1) “Agent” means . . . .

[1 Tab] (2) “Person” means . . . .

[1 Tab] (3) “State” means . . . .

C. If a section has subsections [(a), (b), (c)], paragraphs [(1), (2), (3)], and subparagraphs [(A), (B), (C)], indent each subdivision one, two, and three tabs, respectively.

**Illustration**

[1 Tab] **SECTION [4] [104]. POWERS; DUTIES.**

[1 Tab] (a) The manager may prescribe requirements for complying with . . . .

[1 Tab] (b) Each member shall:

[2 Tabs] (1) inform the manager, or a person designated by the manager, of . . . ;

[2 Tabs] (2) keep a record of . . . ; and

[2 Tabs] (3) report any change in:

[3 Tabs] (A) marital status, including divorce, separation, . . . ;

[3 Tabs] (B) occupation; and

[3 Tabs] (C) residence.

D. Avoid use of clauses [(i), (ii), (iii)] and subclauses [(I), (II), (III)]. If used, indent each clause four tabs and each subclause five tabs.

E. Always bring the second and succeeding lines of text of a subdivision back to the left margin of the page. Do not block indent.

14. When submitting a draft for review by the Committee on Style or the National Conference of Commissioners on Uniform State Laws, prepare a clean text of the act without indicating changes from earlier drafts or amended law. This guideline does not apply to drafts prepared solely for the use of the drafting committee.

**APPENDIX D**  
**EXAMPLE OF FORMAT**  
**REVISED UNIFORM PARTNERSHIP ACT**

...

**ARTICLE 2**

**NATURE OF PARTNERSHIP**

**SECTION 201. PARTNERSHIP AS ENTITY.**

- (a) A partnership is an entity, distinct from its partners.
- (b) A partnership is the same entity regardless of whether the partnership has a statement of qualification in effect under Section 1001.

**SECTION 202. FORMATION OF PARTNERSHIP.**

- (a) Except as otherwise provided in subsection (b), the association of two or more persons to carry on as co-owners a business for profit forms a partnership, whether or not the persons intend to form a partnership.
- (b) An association formed under a statute other than this [act], a predecessor law, or comparable law of another jurisdiction is not a partnership under this [act].
- (c) In determining whether a partnership is formed, the following rules apply:
  - (1) Joint tenancy, tenancy in common, tenancy by the entireties, joint property, common property, or part ownership does not by itself establish a partnership, even if the co-owners share profits made by the use of the property.
  - (2) The sharing of gross returns does not by itself establish a partnership, even if the persons sharing them have a joint or common right or interest in property from which the returns are derived.

(3) A person that receives a share of the profits of a business is presumed to be a partner in the business, unless the profits were received in payment:

(A) of a debt by installments or otherwise;

(B) for services as an independent contractor or of wages or other compensation to an employee;

(C) of rent;

(D) of an annuity or other retirement or health benefit to a beneficiary, representative, or designee of a deceased or retired partner;

(E) of interest or other charge on a loan, even if the amount of payment varies with the profits of the business, including a direct or indirect present or future ownership of the collateral, or rights to income, proceeds, or increase in value derived from the collateral;  
or

(F) for the sale of the goodwill of a business or other property by installments or otherwise.

**SECTION 203. PARTNERSHIP PROPERTY.** Property transferred to or otherwise acquired by a partnership is property of the partnership and not of the partners individually.

**SECTION 204. WHEN PROPERTY IS PARTNERSHIP PROPERTY.**

(a) Property is partnership property if acquired in the name of:

(1) the partnership; or

(2) one or more partners with an indication in the instrument transferring title to the property of the person's capacity as a partner or of the existence of a partnership but without an indication of the name of the partnership.

(b) Property is acquired in the name of the partnership by a transfer to:

(1) the partnership in its name; or

(2) one or more partners in their capacity as partners in the partnership, if the name of the partnership is indicated in the instrument transferring title to the property.

(c) Property is presumed to be partnership property if purchased with partnership assets, even if not acquired in the name of the partnership or of one or more partners with an indication in the instrument transferring title to the property of the person's capacity as a partner or of the existence of a partnership.

(d) Property acquired in the name of one or more of the partners, without an indication in the instrument transferring title to the property of the person's capacity as a partner or of the existence of a partnership and without use of partnership assets, is presumed to be separate property, even if used for partnership purposes.

**APPENDIX E**

**EXAMPLE OF STATUTORY FORM**

**SECTION 505. NOTICE OF RIGHT TO CANCEL.** An agreement entered into under Section 504 must be accompanied by the following form:

**NOTICE OF RIGHT TO CANCEL**

You may cancel this agreement, without any penalty or obligation, at any time before midnight of the third business day that begins the day after you agree to it by electronic communication or by signing it.

To cancel this agreement during this period, send an e-mail to

\_\_\_\_\_ E-mail address of provider

or mail or deliver a signed, dated copy of this notice, or any other written notice to

\_\_\_\_\_ at \_\_\_\_\_ before midnight on \_\_\_\_\_  
Name of provider Address Date

If you cancel this agreement within the three-day period, we will refund all money you already have paid us.

You also may terminate this agreement at any later time, but we are not required to refund fees you have paid us.

I cancel this agreement.

\_\_\_\_\_  
Signature Date

\_\_\_\_\_  
Printed name

