

Joint Project to Create a Harmonized Legal Framework for  
Unincorporated Nonprofit Associations in North America

### **Project Strategy and Workplan (Draft no. 1)**

#### **Meeting No. 1 - Friday March 17, 9.00 a.m. - Portland OR**

As set out in the meeting agenda, discuss

- ! the legal background against which a harmonized legal framework will operate
- ! the general role of the framework and level of detail
- ! the approach to developing the framework including strategy and workplan
- ! specific principles that should be included in the harmonized framework.
- ! any other matters concerning the future course of the project.

#### **Interregnum**

The Reporter to the project (Harry Haynsworth) will prepare a tentative list of principles distilled from the decisions and discussion occurring at meeting no. 1. It is not intended that this list be treated as draft legislation. The model discussed by the organizing group was the "Directive" used within the European Union which is sent by the central EU authority to the member states. Such a directive is a rigorous statement of principles that are intended to be translated into local law using whatever legislative vehicles and local drafting conventions that may be appropriate.

As the list is developed, the Reporter will be free to communicate with individual members of the committee to clarify their personal contribution to the deliberations.

#### **Meeting No. 2 - (Date and Venue TBA)**

The Committee will meet to discuss the tentative list prepared by the Reporter. The discussion may include how faithful the list is to the deliberations at meeting no. 1. At this stage Committee members will be free to re-open debate on any particular issues. The aim is that at the end of the meeting decisions will have been taken and all issues settled in a way that will enable the Reporter to prepare a definitive list of principles concerning the content and structure of the harmonized legal framework

#### **Interregnum**

The Reporter will prepare the definitive list of principles emerging from Meeting no. 2. Again, he will be free to consult individual Committee members for the purposes of Clarification.

The final list will then be distributed to individual Committee members. It is then expected that the list (perhaps characterized as "drafting instructions") will be placed in the hands of legislative drafters for the development of three tentative "national drafts" of legislation that purports to implement the principles of the final list.

At this stage, the Committee members may wish to “caucus” on a national basis for the purpose of assisting the drafters, and identifying areas in which the principles are a bad fit with local law. There may be good reasons why the national drafts cannot faithfully implement all the principles in the list or some modification may be required.

It may also be that the drafters will wish to communicate with each other to ensure they have a common understanding of the principles even though they are to be expressed according to local conventions. [Is there any objection to this?]

For the purposes of meeting no. 3 we will have three tentative national drafts completed and these will be circulated among the Committee members.

### **Meeting No. 3 - (Date and Venue TBA)**

The Committee will meet to discuss, comment on and critique the national drafts. The aim will be to try and bring the national drafts as close together as possible. As part of this we will identify any departures from the definitive list of principles prepared by the Reporter and determine whether they are inadvertent or reflect particular issues that arise in the jurisdiction where implementation is to occur. In the latter case, can any solution be identified that meets the needs of the implementing jurisdiction but achieves greater harmony? This process may also provide a chance to find opportunities for common legislative language where doing so would not violate any critical local conventions in relation to legislative drafting. Out of this process will emerge three national drafts that are as definitive as our joint committee is capable of making them.

### **Next steps (post meeting no. 3)**

It is not clear that the joint Committee, as such, will have any further official role. Each of the three national drafts will be brought to their respective uniform law bodies to feed into whatever processes that will result in their formal adoption as uniform acts.

Procedures should be put in place to ensure continuing communications as to the progress of national drafts through the respective uniform law bodies.

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## **Outstanding issues**

These will merit some discussion at meeting no.1 as part of agenda item no. 5.

1. Will three formal meetings of the joint Committee be enough? Are three too many?
2. Dates and venues for meetings no. 2 and 3 should be established.
3. Should further dates be set with reference to the events in the interregnums.
4. Is there a common understanding that the “working language” of the Committee will be English. A further issue is the language of the national drafts that will be considered at meeting no. 3. Presumably both NCCUSL and the ULCC will bring forward English language drafts. Depending on the drafting resources available the ULCC may also be able to bring forward a French language draft. How a MCUL draft will fit into this process is unclear. Critiquing a Spanish language draft will probably be beyond the linguistic capabilities of most Committee members representing NCCUSL and the ULCC. The advice of our Mexican members should be sought on this issue.
5. The uniform acts developed by NCCUSL and the ULCC are normally accompanied by a section-by-section commentary. It would be useful if the commentaries are in harmony and it may be possible to have common language for the commentaries since legislative drafting conventions will not be involved. How should the commentaries be developed and at what stage of the process?
6. Other issues?