

Memorandum

To: Harmonization of Business Entity Acts Drafting Committee

From: Harry Haynsworth, Chair

Re: Status Report on the Harmonization Project

Date: May 8, 2015

Lucy Grelle has finished formatting the Uniform Business Organizations Code. The introductory material and the Table of Contents are attached. If you want a complete copy, or a copy of one or more of the Articles, please send your request to Lucy. A word of warning—the entire Code is 857 pages. The Code will now be sent to West for its review before it is printed in the ULA. Once the West review is completed, the Code will be posted on the ULC website. Please send me any typos, or corrections you recommend we make by no later than May 20th.

Melding the stand-alone acts into the Code took longer and was more complicated than I anticipated. The first step was elimination of the provisions in the stand-alone acts that are in Articles 1 (Hub) and 2 (META). The second step was renumbering all the section numbers. For example, the general partnership act is Article 3; so the section numbers are 3-101, etc. The third step was determining how we would make cross references in the stand-alone acts to the relevant provisions in the Hub and META. We did this in two places. The first was in the definition section where we added a new subsection (b) which contains the definitions in Article 1 that are applicable to that stand-alone act. The second was to add a new section at the end of Part 1 of the stand-alone article that lists all the other provisions in Article 1 and 2 that are applicable to the stand-alone article. Using Article 3 general partnerships as an example, Section 3-102(b) contains the list of definitions in Article 1 that are applicable and new Section 3-111 contains a list of subjects in Articles 1 and 2 that are applicable to Article 3 general partnerships. A fourth step involved changing all the section number cross references in the statutory text and comments. Finally, many of the comments had to be modified because of melding changes in the stand-alone acts. After that Bill Clark, Dan Kleinberger, and I had to proofread every section and all the comments. We think we have made all the necessary corrections; but we welcome additional corrections from any member of the Drafting Committee.