

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

**Project Strategy and Workplan
(Draft Revised March 31, 2006)**

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 an initial 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 suggested 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.

The initial list will be distributed to the Committee members well in advance of Meeting no. 2 for consideration at it.

Meeting No. 2 - (Autumn 2006 - Precise Date and Venue TBA)

The Committee will meet to discuss the initial list of principles 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 particular principles. By the end of meeting no. 2 decisions will have been taken and all issues settled in a way that will enable the Reporter to prepare a final list of principles concerning the content and structure of the harmonized legal framework

Interregnum

The Reporter will prepare the final 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 purport 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.

The drafters will be encouraged to communicate with each other

- ! to ensure they have a common understanding of the principles,
- ! to adopt a common structure for the implementing legislation, and
- ! to achieve, so far as is possible, common language and modes of expression in the English-language versions of the national drafts.

During this period, a first draft of the “Prefatory Note” and the “Official Comments” to the English Language versions of the legislation will be prepared. This is a most important task. Although every effort will be made to achieve common language, it may be unavoidable that, owing to drafting conventions and the like, this goal cannot be fully realized. But comments are not subject to similar rules and conventions so it should be possible to have a uniform set of comments. These will be important in communicating to those considering the national versions of the legislation that somewhat different legislative language does not mean a different legal effect was intended.

The Reporter will have primary responsibility for drafting the comments and prefatory note but, to the extent that they should include information on the Canadian legal background against which the legislation will operate, Kevin Zakreski will assist in this process. The creation of French-Language and Spanish-Language versions of the note and comments, at an appropriate stage of the process, is the responsibility of Canada and Mexico.

As we go into meeting no. 3 we will, therefore, have three tentative national drafts completed, and possibly a fourth (a French-Language Canadian draft if resources are available). We will also have the draft comments to the English-Language versions of the legislation. All of these materials will have been 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, solutions will be sought that meet the needs of the implementing jurisdiction but achieve greater harmony. The use of “optional” provisions may have to be considered. This process will also provide an opportunity to again work toward achieving common legislative language where that has not already occurred.

The Committee will then consider the draft Official Comments prepared by the Reporter and settle their contents.

Out of this process will emerge national drafts of the legislation that are as definitive as our 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 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.
