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DIVISION AND COMMITTEE PROCEDURE

DIVISIONS

Creation. In order to provide liaison between the several Committees and the Executive Committee, the work of the Conference is divided into as many Divisions as the President deems appropriate. Assignment of Committees to the Divisions is made by the President who also appoints a Chair for each Division. The Divisions as such do not meet.

Chairs. The Division Chair is a Member Ex Officio of each Committee assigned to that Division and has administrative responsibility for the smooth functioning of the initial production work of the Conference. The Division Chair is directly responsible for the work of that Division and of each Committee assigned to it.

By December 15 and June 15 of each year, the Division Chair must report in writing to the Vice President on the activities of the Committees assigned to that Division. Interim reports of significance shall be made to the President.

The Division Chair should see that the Committees of that Division are at work during the Conference year and are not permitting assignments to become last minute efforts. It is the Division Chair's responsibility to make sure that Acts to be presented to the Conference pass through the necessary preliminary stages, including review by the Committee on Style, in advance of consideration by the entire Conference.

SPECIAL COMMITTEES

The primary production units of the Conference are the Special Committees which are assigned for liaison purposes to the Divisions of the Conference.

Creation. Special Committees are appointed by the President with the number of members he deems advisable for the purpose of investigating, studying or drafting Uniform and Model Acts upon subjects designated by the Executive Committee, and for such other purposes as the Executive Committee may authorize. Special Committees are commonly designated as either Study Committees, Drafting Committees or Standby Committees.

Chairs of the Committees are designated by the President. The President is a Member Ex Officio of every Committee.

Meetings and Hearings. If authorized by the Chair of the Executive Committee, a meeting of a Special Committee may be called by its Chair (after consultation with the Chair of the Division to which it is assigned); or by the President of the Conference; or by the Division Chair. Traditionally, only Drafting Committees are authorized to schedule meetings, though exceptions are occasionally made with the approval of the President and the Chair of the Executive Committee. Special Committee Chairs should prepare an agenda for each meeting and make certain that there is sufficient work to justify the members' time and the cost involved in a meeting and staying at the meeting site over Saturday night.

The members of a Committee present at a meeting of the Committee constitute a quorum. The Chair of each Committee should report to the President, the Chair of the Executive Committee and the Division Chair the results of Committee meetings.

Authorization for reimbursement of travel and other expenses for Committee members and others specifically designated must be obtained from the Chair of the Executive Committee. Arrangements for meetings should be made through the Chief Administrative Officer, and authorization from the Chair of the Executive Committee must be obtained at least four weeks in advance. Travel and other reasonable expenses incurred by Committee members, and others specifically designated, in attending a Special Committee meeting are reimbursable only for approved meetings and must be submitted within 30 days.

Committees may not hold meetings at the Annual Meetings of the National Conference while the Committee of the Whole is in session unless permission has been obtained from the President or the Chair of the Executive Committee.

Formal public hearings will be authorized by the President only in special circumstances. All meetings of all Committees are open to the public. The Committee Chair may determine who may actively participate.

Funding. The work of most Committees is financed through the general funds of the Conference. In some instances, funding can be obtained through grants from the government or private foundations. It is the responsibility of the Executive Director, under the direction of the President, to seek grants when appropriate, and Committees may not solicit or accept funds unless specifically authorized to do so by the President.

Continuation. Following approval of an Act, the Special Committee is usually retained as a Standby Committee for two years for the purpose of answering questions and meeting objections which may arise when the Act is presented to the legislatures, to work with the Legislative Committee in promoting the adoption of the Act in the several states, and to keep abreast of developments in the field. At any time, the Standby Committee may request the Executive Committee that it be discharged.

OTHER COMMITTEES

A. Creation and Responsibilities.

1. Committee on Scope and Program. A Committee on Scope and Program, consisting of five members, is appointed annually by the President. A member of the Executive Committee is designated Chair, but the other members need not be members of the Executive Committee. This Committee recommends to the Executive Committee the drafting projects which the Conference should undertake.

2. Standing Committees. The following Standing Committees are appointed by the President with the number of members he deems advisable:

a. Legislative Committee, which in turn may have a Legislative Council of Regional Chairs and subcommittees and which generally supervises securing adoptions of Uniform and Model Acts of the Conference.

b. Committee on Membership and Attendance, which endeavors to bring about the prompt filling of vacancies in the membership of the Conference, encourages Commissioners, Life Members, and Associate Members to attend meetings, and acts as a reception committee for new members upon their first attendance at an Annual Meeting of the Conference.

c. Committee on Style, which revises as to phraseology and style, but without altering the meaning or context, all Acts submitted to it by Drafting Committees and all Acts approved by the Conference, and which periodically reviews the Drafting Rules of the Conference and makes recommendations concerning them.

3. Ad Hoc Committees. Other ad hoc Committees may be appointed by the President for appropriate purposes.

B. Meetings. The statements and rules applicable to Special Committee meetings also apply to other Committees.

DIVISION AND ALLOCATION OF WORK

A. Committee on Scope and Program. A proposal that the Conference undertake to draft uniform or model legislation should first be submitted to the Committee on Scope and Program which acts as the initial screening agency to determine whether the subject merits consideration by the Conference. The Committee on Scope and Program reports its findings, conclusions, and recommendations to the Executive Committee.

B. Study Committees. If the Executive Committee assigns the subject to a Special Committee for further study and recommendation, the Committee receiving the assignment is charged with the responsibility of making a careful and complete analysis of whether there is a need for such an Act and whether it is practical to obtain acceptance among the states for an Act.

The statement concerning Statement of Policy Establishing Criteria and Procedures for Designation and Consideration of Acts in the Reference Book should be considered by the Study Committee in making its study. If the Committee concludes that the criteria for a Uniform or Model Act are not met, it should recommend that no Drafting Committee be appointed. If the creation of a Drafting Committee is recommended, the Study Committee must fully describe the scope of the proposed project.

The Study Committee should report to the Executive Committee as promptly as reasonably possible its findings, conclusions, and recommendations.

C. Drafting Committees.

1. Feasibility and Scope of Project. A Drafting Committee should begin its work by reviewing the feasibility and scope of its assigned project. In this review, the Committee should consider:

a. the findings of the Committee on Scope and Program which led to the creation of the Drafting Committee as well as the data upon which the recommendation was based;

b. the report and recommendations of the Study Committee, if one was appointed to review the subject;

c. a survey of the existing law of the states;

d. phases of the subject that lend themselves to uniformity;

e. existing research and studies, what further research is indicated, and how and through whom it should be conducted.

2. Committee Planning. One of the first undertakings of the Drafting Committee should be the organization and planning of its work. Consideration should be given to:

a. determining who will assume responsibility for production of drafts;

b. what division of work among the Committee members is feasible;

c. estimating the cost of and devising a budget for the project;

d. a time schedule for the completion of the several stages of the work, estimating the number of Committee meetings necessary to complete the work, and discussing dates for those meetings;

e. establishing a list of people from outside organizations to be appointed observers to the Committee by the President; and

f. developing a mailing list for interested people/groups to receive drafts only.

The work of analysis, organization, and planning devolves in the first instance upon the Chair who should see that a plan is prepared and submitted to the President, Chair of the Executive Committee, Division Chair, members of the committee, the Executive Director, and the Chief Administrative Officer.

3. Time Schedule. The time schedule should be designed, considering the task of the Style Committee, to enable the final draft and accompanying notes, comments, and Policy Issues statement to be transmitted to the Headquarters Office no later than May 15 preceding the meeting of the Conference at which the Act is to be considered. In setting the time schedule, it is important to keep in mind that, in all the work of the Conference, quality and thoroughness are of utmost importance.

4. Staffing. Often, a Drafting Committee will proceed with its work without the assistance of an outside reporter. In cases where an outside reporter or consultant is necessary, the Executive Director will make all arrangements for the authorization, selection and compensation.

A Commissioner rendering service to a Committee will not receive compensation for those services except for reimbursement of authorized expenses. However, a Commissioner who contracted with the Conference before being appointed a Commissioner and is receiving compensation pursuant to the terms of the contract, may complete that contract under the original terms. With the approval of the Division Chair, a Chair may arrange for informal consultation and assistance, not involving expenditures, with persons such as legal scholars and others knowledgeable in the subject area.

5. Liaison with Other Groups. The Committee Chair has a responsibility to establish contact with all interested outside groups, urging them to review the Committee's work and submit comments.

There are several means by which outside groups and persons can be kept informed of the Drafting Committee's work. Organizations with a direct interest in the subject matter may be requested, by the President, upon the recommendation of the Drafting Committee, to appoint an observer. The purpose of an observer is to lend expertise to the Committee's deliberations and to assume the responsibility of keeping the members of the represented

organization apprised of the status of the drafting project. Observers will automatically receive copies of all drafts, free of charge, directly from the Headquarters Office. They are invited to attend Drafting Committee meetings at their own expense, and may participate in the discussions of the drafts at those meetings, but without the right to vote on any motion. In order for a Drafting Committee to carry out its work effectively and efficiently, it is essential that the number of observers be kept manageable and that the groups which are requested to appoint an observer are those most representative of persons interested in the subject.

Other persons and groups interested in a particular Conference project can be added to a mailing list to receive copies of all successive drafts of the proposed act. Written comments from those on the mailing list and from observers are welcomed.

Committee Chairs should provide the names and addresses of all persons and groups to be added to the mailing list to the Chief Administrative Officer.

6. Liaison with American Bar Association Sections and Committees.

When a Drafting Committee is appointed to draft an Act, the President notifies the ABA Staff Liaison, and requests ABA participation in an advisory capacity to the Drafting Committee. The ABA Staff Liaison requests the ABA entity with the most direct interest and expertise in the subject matter of the Act to appoint an official ABA Advisor to the Drafting Committee. Only one official ABA Advisor will be appointed to each Drafting Committee. However, if any other ABA entity has a special interest in the Act, that entity may appoint an Advisor to the Drafting Committee. An Advisor appointed by an entity will be known as a Section, Committee, or Task Force Advisor, as appropriate. The guidelines for the participation of observers from other groups are applicable to the ABA advisors. At the Annual Meeting, the Executive Committee usually grants the privileges of the floor to the ABA Advisors to a Drafting Committee when the Act is being read.

7. Drafting Committee Attendance. At the conclusion of the Drafting Committee meeting, the Division Chair should send an attendance list to the Headquarters Office. This enables the Office to know from whom to expect reimbursement requests. This is also a means of recording the attendance of advisors, observers, and other persons.

8. Policy Questions. Although reporters, advisors, and observers are encouraged to participate in the Committee's discussions, only the Conference members of the Committee are entitled to vote on matters of policy and questions in dispute.

Major questions of policy, such as a difference of opinion as to the fundamental approach to the project, should be submitted by the Division Chair to the President and the Executive Director.

9. Drafting Rules. When drafting is commenced, compliance with

the Drafting Rules of the Conference is essential. The provisions with regard to notes, comments, and briefs to accompany each draft of an Act must be followed.

10. Committee on Style. All drafts must be submitted to the Committee on Style. (See Calendar of Procedure on page 14.)

11. Deadlines. It is important that Special Committee Chairs, as well as Division Chairs, take careful note of the Calendar of Procedure which appears on page 14 and time their work so that the respective deadlines are met.

REPORTS, DRAFTS AND CORRESPONDENCE

Committee Chairs. At least 60 days before the Annual Meeting of the National Conference and again before December 1 of each year, the Chair of each Special Committee must submit to the Chair of the Division to which that Committee is assigned a written report of the work of that Committee.

Division Chairs. Not later than December 15 and June 15 of each year, the Chair of each Division must submit to the Vice President a report of the activities of the Committees assigned to the Division.

Distribution of Reports, Drafts and Correspondence. Copies of all reports and correspondence between the Division and Committee Chairs and Committee members should be sent to the President, Vice President, Chair of the Executive Committee, and the Chief Administrative Officer. Printing and distribution of drafts to Committee members, the Division Chair, officers, advisors, observers, and a designated stylist from the Committee on Style are automatic upon receipt of the draft in the Headquarters Office. All new drafts should be dated and submitted promptly to the Chief Administrative Officer.

All drafts prepared by Drafting Committees are available to interested persons at no charge.

Minority Reports. A Minority Report should be submitted in writing to the entire Drafting Committee in order to give the Committee an opportunity for consideration prior to submission of the Act to the Conference. A Minority Report which has not been submitted to the Drafting Committee for prior consideration may not be designated as a Minority Report.

PREPARATION AND PRESENTATION TO CONFERENCE

Preparation. Before any draft is submitted to the Conference, it must have been (1) submitted to the Committee on Style and its suggestions incorporated in the draft, and (2) submitted to the Headquarters Office for the

Annual Meeting distribution by May 1. These requirements must be complied with unless the President specifically consents to any deviation.

All drafts of Acts submitted to the Conference must be prepared according to the Annual Meeting format, including:

1. 3.5" computer diskette in WordPerfect 6.1 or higher;
2. numbered lines for the text;
3. double-spacing the text of the Act and single-spacing the Comments;
4. a Table of Sections with page numbers and headings for those Acts with ten Sections or more; and
5. a Prefatory Note and Comments.

With the exception of the draft to be voted on by states for final adoption, each draft, from the first through each successive draft submitted to the Conference, must contain the text of the Act as edited by the Committee on Style, and as nearly as practicable should contain or be accompanied by:

- (1) a statement of the history of the Act in the Conference;
- (2) a summary of the contents of the Act; and
- (3) Comments following each section if Comments are needed or may be helpful.

The *Statement of the History of the Act* should cover:

- (1) the decision that a Uniform or Model Act on the subject is desirable and the reason therefor;
- (2) the extent of the preliminary research;
- (3) consideration and approval by the Special Committee;
- (4) submission to and editing by the Committee on Style;
- (5) whether or not the Act has been considered by the Conference;
- (6) if it has, the number of times it has been considered and what action was taken with regard to it pursuant to each consideration; and
- (7) if there has been a submission of a question of policy, or of approach to the problem involved, to the Conference or to the Executive Committee, and a decision by either, a note of the question, the decision, and what has been done to carry it out.

The *Summary of the Contents of the Act* should show:

- (1) the state of the law to which the Act is directed;
- (2) the desirability of uniformity;
- (3) what the Act would accomplish (it may be desirable to include as illustrations types of cases to which the Act or a clause of the Act applies

and some to which it does not apply);

- (4) the extent to which the Act changes existing law;
- (5) the reason for the changes;
- (6) whether or not the draft in whole or in part is based on the law of a particular State, and if so, naming the State;
- (7) the experience of that State as well as the experience in States having similar or different statutory provisions; and
- (8) the paramount reasons for adoption of the Act by the States.

Comments Following Sections. If Comments are needed or may be helpful, a wide latitude is necessarily given as to what the Comments should contain. If applicable to a single section, much of the information required in the summary accompanying the Act should be included in the Comments; in all cases a reference to the source from which the provision was taken should be included. The Comments on all drafts that have previously been submitted to the Conference should show:

- (1) tentative approval of the Conference and the extent to which it was given;
- (2) all changes in form and substance made since the last previous draft considered by the Conference, and the reason for each change; and
- (3) the reason for not having made a change suggested at the previous Conference.

Comments for Acts under Consideration by Conference. Comments that accompany an Act during its consideration by the Conference are largely addressed to the Conference and must be completely revised after final approval of the Act for the preparation of the official Comments that will accompany the Act. The official Comments are addressed to legislatures, courts, and others who have need to construe or apply the Act. The Drafting Committee Chair is responsible for drafting the official Comments.

Comments should not be used as a substitute for or to modify any substantive provision in an Act. The text always governs any conflict or inconsistency between the text and the Comments.

Requirements for Approval. An Act may not receive final approval of the Conference with a recommendation for its adoption by the several states unless:

1. it has been considered section by section by the Conference in the Committee of the Whole in at least two Annual Meetings, and
2. the draft submitted for final approval at an Annual Meeting (including any amendments adopted during consideration by the Committee of the Whole) is presented to the Commissioners in writing at least one session before the final vote is taken.

Final approval requires an affirmative vote of at least twenty states which must also constitute a majority of the states voting on the question.

Presentation to the Conference. Presentation of the draft to the Conference is the responsibility of the Chair of the Drafting Committee that prepared the draft. At the first presentation an effort should be made to obtain a full reaction from the Conference on major policies. Points on which there may have been a close division in the Committee should be presented and discussed.

The redraft presented at the second reading must reflect the suggestions received at the first reading. Those incorporated should be noted and those rejected explained. Thus attention will be focused on significant issues and the best thought of the Conference clearly expressed.

A Minority Report must not be presented to the Conference unless it has been previously submitted to the Drafting Committee.

Preparation of Approved Act. An Act adopted by the Conference is to be reviewed for style by the Committee on Style.

If the Style Committee changes are not accepted by the Drafting Committee, the Chair of the Drafting Committee and the Style Committee Liaison will attempt to resolve the dispute. If they fail, the Style Committee Liaison, the Style Committee Chair, the Drafting Committee Chair, the Reporter, and the Conference President will attempt to reconcile the problems and make recommendations to the Executive Committee who will make the final determination, as provided in Article 23.3 of the Constitution.

Final Comments and a Prefatory Note, accompanied by a final copy of the Act, must be submitted to the Chief Administrative Officer no later than October 1 to permit timely submission of the approved Act to the legislatures.

Policy on Revisions to the Comments of All Conference Acts. The official Comments to Uniform and Model Acts, including the Uniform Commercial Code, the Uniform Probate Code, and the Uniform Real Property Acts may only be revised as follows:

1. The value of the official Comments as legislative history must be preserved and so comments are subject to revision without restriction by the Drafting Committee Chair and Reporter with appropriate consultation only up to the time of their official publication. Official publication takes place when the Conference publishes the text and comments on the Internet or when the Conference publishes an official document with text and comments, whichever publication occurs first in time.

2. Under this paragraph, after official publication, official Comments may be revised to correct errors, to update references and to make nonsubstantive changes for clarification and the like for a reasonable time by the Drafting Committee Chair and Reporter with appropriate consultation. All revisions must be approved by the Executive Committee before the revised

comments may be released for official publication. Revised comments must show that they are revised and the date of revision. If the revision involves a new paragraph(s), that should be indicated, and, if revised paragraph(s) are involved, normally both the old and new paragraph(s) should be shown with appropriate designations. If that normal procedure is not followed, the revised paragraph(s) should be designated as such with reference to where the original paragraph(s) can be found.

EXPENDITURES

Meeting Expenses. Travel and other reasonable expenses incurred by any Committee member or reporter for attending an authorized meeting of a Committee during the interval between Annual Meetings of the Conference are paid by the Conference. Committee Chairs should remind their members of the importance of conserving Conference resources for its drafting work and that the Conference is able to reimburse only at discounted, lowest available airfares. Though reasonable meal expenses will be reimbursed, Commissioners are requested to contribute to those meal costs which are excessive. Expenses of other persons will be paid only if specific, prior approval is obtained from the President or Chair of the Executive Committee. No expenses, except those of reporters, are paid for attendance at any Committee meeting held at the time of the Annual Meeting.

Other Expenses are reimbursed only with the approval of the Chair of the Executive Committee.

Vouchers. Voucher forms for submitting claims for reimbursement of expenses may be obtained from the Headquarters Office. All vouchers should be sent initially to the Headquarters Office. All requests for reimbursement of travel expenses must be submitted within 30 days. All exceptions must be approved by the Executive Committee, upon request and for good cause.

SERVICES OF HEADQUARTERS OFFICE

The Headquarters Office of the Conference is the center for service and the clearinghouse for information. Its staff and facilities are available to Committees. It is equipped to handle duplicating and mailing of reports and drafts. Reproduction and mailing of reports and drafts must be done through the Headquarters Office.

The Headquarters Office also acts as a traffic department in channeling information from one group to another, in advising of conflict or overlapping, and as keeper of the records with respect to personnel and activities of the several Divisions and Committees. It is important that it be kept advised of the activities of the Divisions and Committees. This is done by sending copies of all reports and correspondence concerning Division and Committee work to the Headquarters Office.

While the great strength of the Conference lies in the enormous amount of voluntary work done by its members, the primary function of the Headquarters Office is to make this voluntary work more effective and to relieve the members of administrative and mechanical details.

CALENDAR OF PROCEDURE

December 1 – Committee Chairs must report to their respective Division Chairs on the progress of the work of their Committees no later than this date.

December 15 – Division Chairs must report to the Vice President on the status and activities of their Divisions.

May 15 – Final drafts with Comments to be presented at the Annual Meeting must be in the hands of the Chief Administrative Officer.

May 15 – The Policy Issues statement, prepared by the Drafting Committee Chair, must be in the Headquarters Office.

June 1 – Committee Chairs must report to their respective Division Chairs on the progress of the work of their Committees.

June 15 – Division Chairs must report to the Vice President on the status and activities of their Divisions no later than this date.

STYLE AND DRAFTING COMMITTEE SCHEDULE

Early September — Style Committee meeting.

September 1 – December 15 — Fall Drafting Committee meetings.

December 31 — Drafts to Style Committee.

Second Weekend in January — Style Committee meeting.

January 1 – April 30 — Winter Drafting Committee meetings.

April 15 — Drafts to Style Committee.

Last Weekend in April — Style Committee meeting.

May 15 — Final drafts in Headquarters Office on WordPerfect 6.1 or higher.

DRAFTING RULES FOR UNIFORM OR MODEL ACTS

As Approved by the Executive Committee of the National
Conference of Commissioners on Uniform State Laws

October 2003

INTRODUCTION

The following Drafting Rules are not intended to be exhaustive of guidelines to good drafting. They must be augmented by a variety of other rules, such as those for spelling, compounding, punctuation, capitalization, abbreviations, signs and symbols, and numerals. For consistency, in those matters, it is recommended that the drafter use the *Style Manual* of the United States Government Printing Office for guidance in situations not covered by these Rules. For generally accepted meanings and standard usage of words, reputable dictionaries should be consulted.

The essentials of good bill 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. Use language that conveys the intended meaning to every reader. Omit unnecessary words. Use correct grammar.

The principal functions of an Act are (i) to *create* or *establish*, (ii) to *impose* a duty or obligation, (iii) to *confer* a power, *create* a right, or *grant* a privilege, and (iv) to *prohibit*. An Act is often subject to conditions, qualifications, limitations, or exceptions. The clarity and precision of the Act is enhanced by plain and orderly expression of those functions.

DRAFTING RULES

RULE 1. SENTENCE STRUCTURE. Use short, simple sentences. Avoid excessive use of dependent clauses, parallel clauses, compound sentences, or other complex sentence structures. Several short, simple sentences are preferable to one long, involved sentence.

Comment

An Act should be understandable. Complex sentence structure often makes a statute ambiguous or its meaning obscure. A sentence that expresses a single thought is easier for the reader to understand.

RULE 2. SUBJECT OF SENTENCE. Unless it is clear from the context, use as the subject of each sentence the person or entity to whom a power, right, or privilege is granted or upon whom a duty, obligation, or prohibition is imposed.

RULE 3. TENSE, MOOD, NUMBER, AND VOICE.

(a) Use the present tense and the indicative mood. Prefer the singular to the plural. Avoid use of the passive voice.

(b) State a condition precedent in the perfect tense if its happening is required to be completed.

Comment

A statute 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 not in the future tense.

In speaking in the present, a circumstance putting a provision of an Act in operation, if continuing to exist, is in the present tense. Example: “A victim who is injured may bring an action.” If the triggering circumstance is completed, it is expressed in the perfect tense, but is never in the future or future perfect. Example: “If the issue has been litigated, the claimant may not recover.”

The singular is simpler and clearer than the plural. For example: “A possibility of reverter is subject to limitations in the document that creates it.” is preferable to, “Possibilities of reverter are subject to limitations in the documents that create them.” However, the plural may be used to comply with Rule 4 if its use is the least awkward solution.

The passive voice may be used to comply with Rule 4. The passive voice is also used in the Uniformity of Application and Construction section of all Uniform Acts.

RULE 4. GENDER. Avoid using gender-based personal pronouns.

Comment

Some States require that legislation be drafted in a gender-neutral form. To avoid redrafting of an Act in those States with resulting possibility of change

in meaning, the Rule must be thoughtfully followed.

Consider drafting the sentence so as to minimize the need for gender-based pronouns. Repeat the noun, use the plural form, or use the phrase “he [or she]”, “his [or her]”, or “himself [or herself]”, selecting the least awkward solution. The passive voice may be used if the actor remains clear.

RULE 5. CONSISTENCY.

(a) Be consistent in the use of language throughout the 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 in the same way sections containing similar material.

Comment

Consistency helps prevent different interpretations of similar provisions.

RULE 6. 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 Acts, courts consider each word and endeavor to give it meaning. Unnecessary language is more likely to mislead than to help.

RULE 7. CHOICE OF WORDS AND PHRASES.

(a) Select short, familiar words and phrases that best express the intended meaning according to common and approved usage. Avoid “legalese”. Examples: Use “after” instead of “subsequent to”; use “before” instead of “prior to”.

(b) Do not use both a word and its synonym.

(c) Use a pronoun only if its antecedent is unmistakable and its use is gender neutral. Repeat the noun rather than use a pronoun unless the antecedent is a series of nouns. If the sentence structure is so complex that a possessive pronoun seems necessary, consider redrafting the sentence rather than using a possessive pronoun.

(d) Make free but careful use of possessive nouns.

(e) Do not use “said”, “aforesaid”, “hereinabove”, “aforementioned”, “whatsoever”, or similar words of reference or emphasis.

(f) Do not use “any”, “each”, “every”, “all”, or “some” if “a”, “an”,

or “the” can be used with the same result.

(g) Do not use “and/or”.

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

(i) The possessive for the dehumanized person is “whose.”

(j) If a provision of law is cited to indicate the source of a procedural directive, use “pursuant to”. Example: Within a reasonable time after demand *pursuant to* subsection (a).

(k) If a provision of law is cited to indicate the source of a right or duty, use “under”. Example: A lessor’s right to restitution *under* subsection (a) is subject

(l) The word “state” is not to be capitalized except when referring to a specific state, i.e., “State of Alabama.”

(m) In a section without subsections, and in each subsection of a section, use the indefinite article “a” or “an” to impart particularity or specificity 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. If the noun is compound, even if defined, use the complete term in the first mention of the term. In later references to that term, use only the principal noun of the term. Example: “A *qualified patient* may make decisions regarding life-sustaining treatment so long as *the patient* is able to do so.”

Comment

The modifiers “all”, “each”, “every”, “one or more”, “some”, and “any” should be used only if the intended result is not conveyed by the use of the articles “a” or “an”. Example: “*Each* owner attending the meeting shall sign a registration card.” In this example, “each” should be used 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.

For list of examples, see *Words and Phrases*, *infra*.

RULE 8. USE OF “SHALL”, “MAY”, AND “MUST”.

(a) A duty, obligation, requirement, or condition precedent is best expressed by “shall” or “must”:

(1) Use “shall” if the verb it qualifies is a transitive verb in the active voice. Example: “The aggrieved party *shall file* the application.”

(2) Use “must” if the verb it qualifies is in the passive voice or the subject is inanimate. Examples: “The applicant *must be* an adult.” “Any prior convictions *must be set forth* in the application.” “The order *must state*

the time and place of the hearing.”

(b) 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.”

(c) Use “may not” or “must not” to express a prohibition.

(1) Use “may not” if the verb it qualifies is an intransitive verb or a transitive verb in the passive voice. Example: “The applicant *may not submit* more than one application.”

(2) Use “must not” if the verb it qualifies is an intransitive verb or a transitive verb in the passive voice. Example: “The applicant *must not be* a convicted felon.” “The application *must not be filed* before the end of the reporting period.”

(d) Avoid using hortatory qualifiers, such as “will”, “should”, and “ought” in the text of an Act.

RULE 9. USE OF “WHICH” AND “THAT”.

(a) Use “which” to introduce a nonrestrictive clause. Example: “The application, *which* need not be verified, must be signed by the applicant.”

(b) 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”

(c) Use “which” to introduce a restrictive clause that is intended to modify the remote antecedent, rather than the nearer of two possible antecedents. Example: “An *application* to renew a license *which* has been rejected.” If the antecedent is not clear, the drafter should consider rewording the sentence to avoid any misconstruction. Example: “If an *application* to renew a license has been rejected, the applicant”

RULE 10. USE OF “SUCH”. Do not use “such” as a substitute for “the”, “that”, “it”, “those”, “them”, or other similar words. Example: “*The* [not *such*] application must be in the form the court prescribes.” Use “such” to express “for example” or “of that kind”.

RULE 11. PUNCTUATION.

(a) Punctuate carefully. Consider recasting 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: “men, women, *or* children.”

(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: “men, women, *and* children.”

(d) Use a colon to introduce a list of items. See Rule 14.

(e) Use parentheses only if necessary to make clear a reference to another statutory provision by indicating the nature of the referenced provision. Example: “Subject to Section 24(a)(3) (good faith purchasers),”

(f) Do not use brackets as punctuation.

Comment

In Uniform and Model Acts, brackets have a special significance. See Rule 21.

RULE 12. 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 contradictory 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 will avoid prolix repetition of a phrase and improve the clarity of an 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. If the term embraces more than one meaning, close the series with “or.” Example: “*Tribunal* means a court, agency, or other entity authorized to establish, enforce, or modify a child-custody determination.”

(c) The meaning of a defined term, or of an undefined term having an ordinary meaning, 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, add the following 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, 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, close the series with “and.” Example: “Animal includes fish, reptiles, *and* birds.”

(d) The meaning of a defined term, or of an undefined term having an ordinary meaning, may also be narrowed by adding qualifying language. Example: “The term [if “wages” is defined] *does not include* birthday gifts and rewards for suggestions to enhance efficiency.” Another example:

“*Instrument* means a negotiable instrument.”

(e) If a term can be used as more than one part of speech and is used in the Act in an ordinary sense as well as a defined sense, a limitation to the definition should be added immediately after the term. Example: “*Record*, used as a noun, means ...”.

(f) Do not include substantive provisions in a definition. In a definition of “termination,” for example, 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.

(g) Arrange all defined terms in alphabetical order and place them at the beginning of the Act if they are used generally in the Act. If a defined term is used in only a single section, part, or article, locate the definition at the beginning of the subdivision highest in rank in which the term is used. Example: If the term is used only in Sections 202, 205, and 208 of Part 2, place the definition in Section 201 of Part 2.

(h) Use the defined term whenever apt, not its definitional language.

(i) If a definition of “person” or “State” is necessary and a different meaning is not intended, use the following definitions:

(1) “Person” means an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, [public corporation, government, governmental subdivision, agency, or instrumentality] or any other legal or commercial entity. [The term does not include a public corporation, government, governmental subdivision, agency, or instrumentality.] Note: Delete one of the bracketed phrases to ensure inclusion or exclusion of governmental entities.

(2) “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.

RULE 13. LIMITATIONS, EXCEPTIONS, AND CONDITIONS.

(a) A limitation, condition, or qualification to the applicability of a provision of a Uniform 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),” or “Subject to Section 201(a),”. If the subordinated provision cannot be placed in the subordinated section, it may be necessary to use a “notwithstanding” phrase at the beginning of the dominant provision. Example: “Notwithstanding Section 101(a),”. Use “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 “Subject to” to indicate that the dominant provision, though

not inconsistent with the subordinated provision, provides other criteria that should be considered in construing the subordinated provision.

(b) If a provision is limited in its application or is subject to an exception or condition, it generally promotes clarity to begin the provision with a statement of the limitation, exception, or condition or with a notice of its existence. Example:

(a) Except as otherwise provided in subsection (b),”

Avoid using “notwithstanding” to express a limitation of a general provision of the same Act. Example:

“(b) Notwithstanding subsection (a),”

(c) If the application of a provision of an Act is limited by the occurrence of a condition that may never occur, use “if” to introduce the condition in the subjunctive mood, not “when” or “where.” If the condition is certain to occur, use “when”, not “if”, “where”, or “whenever.” Example: “*When* this section takes effect, the court shall dismiss all pending proceedings.” If the condition may occur more than once with respect to the object to which it applies, use “whenever”, not “if”, “when”, or “where.” Example: “*Whenever* an officer receives a call, the officer shall note the time in the log.” Use “when” to indicate a particular time. Use “where” to indicate a particular place or set of circumstances.

(d) Do not use “provided that” or “provided however that”, or a similar proviso. Use “but” instead of “except that”.

(e) Negate only unintended and reasonably inferable implications of a provision of an Act. Example: “*Person* means an individual, corporation, business trust, estate, trust, partnership, association, joint venture, or any other legal or commercial entity. The term *does not include* a government, governmental subdivision, agency, or instrumentality, or a public corporation.” Without the negating sentence in this example, one could reasonably infer that a governmental body is within the scope of the definition as “any other legal or commercial entity.”

Comment

Limitations or exceptions to an Act should be placed where they are noticed. Consistent placement in the first part of an Act or provision serves to avoid surprises.

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.

RULE 14. SERIES AND TABULATIONS.

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

(b) 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, except the last, in the series is concluded with a semicolon. Only the next to last item in such a series is followed by “or” to indicate a disjunctive series or by “and” to indicate a conjunctive series.

(c) In lieu 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 of more of the following”, followed by a colon.

(d) Do not include in the last item of a tabulation language meant to qualify all of the items.

(e) Do not place a sentence or paragraph after a tabulation. If the sentence or paragraph is not a part of the tabulated series, draft it as a separate subsection or paragraph.

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 upon a person and in other situations if tabulation facilitates comprehension. See Rule 15 concerning the manner of designating items in a tabulation.

RULE 15. SECTIONS.

(a) Number sections by Arabic numerals consecutively or progressively throughout an Act.

(b) “Section” and the section number and heading should be printed boldface, using capitals for “section” and the words in the heading, but excluding pronouns and indefinite articles. Example: **“SECTION 10. MANNER OF DESIGNATING SECTIONS.”** The heading should not be relied upon either to convey or ascertain the legislative purpose or sense of a section; it is merely a signpost.

(c) Use short sections. Use a separate section for each separate topic.

(d) 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, but avoid their use. Divide a section into several sections as an alternative to subparagraphs.

(e) Designate each subsection, paragraph, subparagraph, or subsubparagraph by a letter or number, as follows:

(1) Designate subsections by lower case letters in parentheses.

- (2) Designate paragraphs by Arabic numerals in parentheses.
- (3) Designate subparagraphs by upper case letters in parentheses.
- (4) Designate subsubparagraphs by lower case Roman numerals in parentheses. Example: “Section 101(a)(1)(A)(i).”
- (f) Use lower case Roman numerals for internally numbered clauses (where each clause is run in and not a separate paragraph or subparagraph) only if this makes the meaning substantially clearer.

Comment

See Sample Outline of Acts, *infra*. Portions of a section that are not identified by a letter or number often cause confusion and lead to problems with computer systems. Section headings are no longer bracketed. However, section headings should not be considered indicative of the intent of the drafters.

RULE 16. REFERENCES TO OTHER PROVISIONS OF ACT.

(a) Do not make specific reference to another article, part, or section by letter or number unless the nature of the provision is indicated by the context or descriptive language. Example: “Subject to Section 27(a)(1) (good faith purchasers).” “An application that contains all of the information required by Section 27(a)(2)”

(b) Use an initial capital letter in referring to a specific article, part, or section number; use lower case in referring to a specific subsection, paragraph, or subparagraph. Examples: “The application required by *Section* 27... .” “Except as otherwise provided in subsection (b),”

Comment

If reference to not more than a few sections is intended, a specific reference is 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 can make the Act difficult to read and understand. Moreover, section numbers and subsections are sometimes changed without changing references to them. Computer technology has reduced the difficulty of finding those references.

RULE 17. PROCEDURAL PROVISIONS. Do not include procedural provisions as to administrative procedure or review, court procedure, or appellate procedure in a substantive Act unless essential to change those procedures in order to effectuate its purposes.

Comment

The incorporation of unnecessary procedural provisions in Uniform and Model Acts impairs their acceptability.

RULE 18. CREATION OF AGENCY OR OFFICE. Use simple language in the present tense to create or establish an agency, commission, or office. Example: “The office of _____ is [created] [established] in the department of”

RULE 19. SAVINGS CLAUSES AND TRANSITIONAL PROVISIONS. An essential step in the preparation of a Uniform or Model Act is to determine the effect the enactment of the Act will have on existing rights, liabilities, and proceedings. The function of a savings clause is to preserve a law that the Act supersedes and which 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 old to the new law. All jurisdictions have some form of general savings clause applicable to all acts. Most extensively preserve the superseded law. However, the purpose of an Act may be better served by a clause that is tailored to meet the particular needs for continuation of the superseded 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.

Comment

Appropriate savings clauses and transitional provisions make it possible for an Act to take effect with minimum disruption of existing expectations and obligations. They must be drafted with great care. See Section 8-101 of the Uniform Probate Code for an example of a fairly comprehensive savings and transitional provision. Section 1007 of the Uniform Partnership Act is an example of a limited savings clause.

If a short statute of limitations is included in the savings clause, 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 1006 of the Uniform Partnership Act (1994). The provision may also be used to make effective under the Act certain preenactment transactions that were not previously effective. See Section 19 of the Uniform Unincorporated Nonprofit Association Act.

RULE 20. APPLICATION TO EXISTING RELATIONSHIPS. Give consideration to the effect of an Act on existing relationships.

Comment

Careful consideration should be given to existing relationships, whether of a business, personal, or governmental nature. Example: A State enacts the

Uniform Marriage and Divorce Act, which prohibits common law marriages and cohabitation under them. This presents problems of equal protection of the law and due process with respect to existing valid common law marriages, which may require solution through a section of this kind. “Grandfather” provisions are commonly used to resolve similar conflicts. Because relationships can be peculiar to a State, the drafter in a State considering enactment of an Act needs to make a careful check of current laws.

RULE 21. USE OF BRACKETS.

(a) If a choice is given in adopting or omitting any language, place all of the language affected by the choice within brackets, so that each State enacting an Act may adapt the choice to its own usage or requirements.

(b) Place a reference to an “Act” within brackets, but do not place “Act” in brackets in the short title of a Uniform or Model Act.

(c) The word “act” in brackets is not to be capitalized.

Comment

A word, number, or phrase, or even an entire section 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 entire section is optional. The word “Act” should be placed within brackets because it is normally replaced with “chapter” or “part” or comparable division when the Act is codified in the statutes of the enacting State.

RULE 22. PURPOSE CLAUSES. Do not include language stating the purpose of an Act. Recite facts upon which an Act is predicated only if they would be useful in upholding the Act against constitutional attack.

Comment

A well drafted Act requires no extraneous statement within itself of what it seeks to accomplish or the reasons prompting its enactment. Comments and annotations supply this detail to aid in its passage and interpretation.

RULE 23. SEVERABILITY CLAUSE. Do not use a severability clause unless there is a possibility of partial invalidity. If used, it should be in a section as follows:

[“**SECTION __. 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.”]

RULE 24. 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 in order to understand an earlier section. Group all sections dealing with a common subject.

(b) An Act may be divided into articles and subdivided into parts and sections. Divide a lengthy Act into articles and consider further subdivision.

(c) The following is suggested as the order of arrangement of provisions in an Act:

- (1) Short title.
- (2) Definitions.
- (3) Scope, exceptions, exclusions, if any.
- (4) Creation of agency or office.
- (5) Administrative and procedural provisions.
- (6) Substance; state positive requirements in order of time, importance, or other logical sequence.
- (7) Prohibitions and penalties.
- (8) Uniformity of application and construction clause.
- (9) Severability.
- (10) Effective date.
- [(11) Repeals.]
- (12) Savings and transitional provisions, if any.
- (13) Application to existing relationships.

Comment

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. The section providing for a “Short Title” citation and the section on “Uniformity of Application and Construction” should not be included in Model Acts.

RULE 25. UNIFORMITY OF APPLICATION AND CONSTRUCTION. In order to foster uniformity after enactment, include the following section in each Uniform Act.

“**SECTION __.** **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 26. TITLES TO ACTS. Suggest a descriptive short title to

every Uniform and Model Act. A Uniform Act should begin with “Uniform” and end with “Act”, or, if awkward or unwieldy, “Uniform Act [on] [for] [to] [relating to]” A Model Act should begin “Uniform Law Commissioners’ Model” and end with “Act”, or, if awkward or unwieldy, “Uniform Law Commissioners’ Model Act [on] [for] [to] [relating to]”

Comment

Each State has its own standards and practices as to what titles require, many of them prescribed by its own constitution. Accordingly, there is a growing tendency on the part of Drafting Committees to suggest only short titles for Acts they prepare. If a full title is suggested, great care is necessary to be accurate and precise in describing what the statute purports to do.

RULE 27. REVISION. After the draft of an Act has been completed, revise it carefully and critically. Lay the revision aside for a time. Then revise the revision. Review each use of a defined term to make sure it is used consistently in its defined sense.

Comment

There is no substitute for time and thoroughness.

RULE 28. AMENDMENTS TO UNIFORM AND MODEL ACTS. In drafting amendments to approved Uniform or Model Acts for submission to the Conference, show deleted existing language in strike out type (~~strike out type~~) and underscore new language unless a major revision is undertaken.

Comment

Showing deleted language avoids the risk that needless time of the Conference will be consumed in debating existing language having no relation to the amendment proposed.

RULE 29. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT. This [act] modifies, limits, and supersedes the federal 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)).

SAMPLE OUTLINE OF ACT

Title if one is suggested

1 **SECTION 1. SHORT TITLE.** This [act] may be cited as the

2 Uniform

3 **SECTION 2. DEFINITIONS.**

4 **SECTION 3. SCOPE, EXCEPTIONS, AND EXCLUSIONS.**

5 [Refer to as "Section 3".]

6 **SECTION 4. CREATION OF AGENCY OR OFFICE.**

7 **SECTION 5. ADMINISTRATIVE AND PROCEDURAL**

8 **PROVISIONS.**

9 **SECTION 6. SUBSTANCE.**

10 (a) [Refer to as "subsection (a)"]

11 [Return to margin]

12 (1) [Refer to as "paragraph (1)"]

13 [Return to margin]

14 (A) [Refer to as "subparagraph (A)"]

15 [Return to margin]

16 (i) [Refer to as "subsubparagraph (i)"]

17 [Return to margin]

18 **SECTION 7. PROHIBITIONS AND PENALTIES.**

19 **SECTION 8. UNIFORMITY OF APPLICATION AND**

1 **CONSTRUCTION.** [See Rule 25 for text.]

2 **SECTION 9. SEVERABILITY.** [See Rule 23 for text.]

3 **SECTION 10. EFFECTIVE DATE.** This [act] takes effect

4 **[SECTION 11. REPEALS.** The following acts and parts of acts

5 are repealed:

6 (1)

7 (2)

8 (3)]

9 **SECTION 12. SAVINGS AND TRANSITIONAL**

10 **PROVISIONS.**

11 **SECTION 13. APPLICATION TO EXISTING**

12 **RELATIONSHIPS.**

WORDS AND PHRASES

AVOID USING REDUNDANT COUPLETS

actual knowledge	final and conclusive
adjudge, determined, and decreed	from and after
alter and change	full and complete
among and between	full force and effect
any and all	made and entered into
authorize and direct	necessary or desirable
authorize and empower	null and void
both real and personal property	order and direct
by and with	over and above
constitute and appoint	power and authority
desire and require	shall have and exercise
each and all	sole and exclusive
each and every	type and kind
evidence, documentary and otherwise	unless and until
fail, refuse, and neglect	

AVOID THE FOLLOWING INDEFINITE WORDS

aforementioned	heretofore
aforsaid	herewith
and/or (say "A" or "B", or both)	said (as a substitute for "it", "he", "she", etc.)
before (as an adjective)	same (as a substitute for "it", "he", "she", etc.)
before-mentioned	to wit
hereafter	whatsoever
hereby	whensoever
herein	wheresoever
hereinabove	
hereinafter	

USE PLAIN ENGLISH

Questionable	Consider
absolutely null and void and of no effect	void
adequate number of	enough
adjudged, ordered and decreed	adjudged
admit of	allow
afforded	given

anticipate	expect
approximately	about
ascertain	learn, find out
at the place	where
at the same time	when
attempt (as a verb)	try
by means of	by
by virtue of	under, because
category	kind, class, group
cause it to be done	have it done
cease	stop
cognizant of	aware, knew
commence	begin, start
complete (as a verb)	finish
component	part
conceal	hide
consequence	result
constitute and appoint	appoint
contiguous to	next to, abutting
corporation organized and existing under the laws of New Jersey	a New Jersey corporation
deem	consider
different than	different from
disseminate	distribute, spread
do and perform	do
does not operate to	does not
donate	give
during such time as	while
during the course of	during
effectuate	bring about, carry out
employ	use, hire
endeavor (as a verb)	try
enter into a contract with evidence, documentary and otherwise	to contract with evidence
evince	show
except that	but
excessive number of	too many
expend	spend, disburse
expiration	end
fail, refuse, and neglect	fail
for the duration of	during or while
for the purpose of holding (or other gerund)	to hold (or comparable infinitive)

for the reason that
forthwith
frequently
from July 1
full and complete
have knowledge of
hereafter
heretofore
however or provided
in a case in which
in accordance with
in case
in lieu of
in the amount
in the interest of
in the manner of
indicate (in the sense of show)
inquire
in Sections 2023 to 2039 inclusive
interrogate
in the case of

in the event that
in the interest of
is able to
is applicable (shall be)
is authorized and directed
is authorized to
is binding upon
is directed
is entitled
(in the sense of has the name)
is unable to
it is the duty
it shall be lawful to
law passed
make payment
make provision for
manner
maximum
minimum
modify
necessitate

because
immediately
often
after June 30
full
know
after this ... takes effect
before this ... takes effect
if, unless, or state the condition
when, where
pursuant to, as provided
if
instead, in place of
totaling
for benefit of
how, method
show
ask
in Sections 2023 through 2039
question
whenever (only when
emphasizing the exhausting
or recurring applicability to
the proposition)
if
for
can
applies
shall
may
binds
shall
is called

cannot
shall
may
law enacted
pay
arrange, provide
way, method
most, largest, greatest
least, smallest
change
require, need

negotiate	make, deal
no later than June 30	before July 1
nor	or (do not misuse “nor”, “for”, “or”, after a negative expression)
numerous	many
obtain	get
occasion (as a verb)	cause
of a technical nature	technical
on and after July 1	after June 30
on his or her own application	at his or her own request
on or before June 30	before July 1
on the part of	by
or, in the alternative	or
paragraph (5) of subsection (a) of Section 2097	Section 2097(a)(5)
party of the first part	(the party’s name)
per annum	per year
per centum	percent
period of time	period, time
portion	part
preceding	before
preserve	keep
prior or prior to	earlier or before
proceed	go, go ahead
procure	obtain, get
prosecute its business	carry on its business
provided that	if, unless, or but
provision of law	law
purchase	buy
remainder	rest
render (in the sense of give)	give
render (in the sense of cause to be)	make
require (in the sense of need)	need
retain	keep
specified (in the sense of expressly mentioned or listed)	named
State of California	California
subsequent	later
subsequent to	after
successfully completes or passes	completes or passes
suffer (in the sense of permit)	permit
sufficient number of	enough
summon	send for, call
The Congress	Congress

the manner in which	how
to the effect that	that
under the provisions	under
until such time as	until
utilize, employ (in the sense of use)	use
when	if
where	in which
with reference to	as to, regarding
within or without the United States	inside or outside the United States
with the object of changing (or other gerund)	to change (or comparative infinitive)

FORMATTING GUIDELINES

Drafting Committees and Reporters will please observe the following formatting guidelines while drafting Uniform or Model Acts. These guidelines supplement the foregoing Drafting Rules, *supra*, and likewise should be carefully followed.

1. If possible, use WordPerfect software (Release 6.1 or higher). If you use other software, indicate its name and release.

2. Use a nonproportional, Courier 10 font for the text and Comments.

3. Double-space the text of an Act. Single-space the Comments.

4. Number each line of text, but not intervening spaces, on the left margin. Restart numbering at line 1 of each page.

5. Number sections sequentially from **SECTION 1**, using Arabic numerals. If Articles are used, number sections in Article 1 from **SECTION 101**; in Article 2, from **SECTION 201**; etc. 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.

6. Do not hyphenate a word that would not otherwise be hyphenated solely to distribute the word between two lines.

7. Do not underscore, italicize, or use boldface for the text of an Act, except section numbers and headings, which should be in boldface. “Comment” heading should be in boldface and initial cap. Do not justify the right margin.

8. Do not skip lines to start a new page with a new section or Comment unless the last line contains no more than the section number and heading. Run all material continuously without page break.

9. Do not use footnotes. Place all explanatory material in the Comments.

10. To conform the draft to the Sample Form for Acts, *infra*, set subdivision tabs for three-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; let it wrap 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 two tabs.

[Illustration]

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

[2 Tabs] (1) “Organization” means

[2 Tabs] (2) “Person” means an individual, corporation, business trust, estate, trust, partnership, association, joint venture, government, governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

[2 Tabs] (3) “State” means a

c. If a section has subsections [(a), (b), (c)], paragraphs [(1), (2), (3)], and subparagraphs [(i), (ii), (iii)], indent each subdivision two, three, and four tabs, respectively.

[Illustration]

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

[2 Tabs] (a) The manager may prescribe requirements for complying with

[2 Tabs] (b) Each member shall:

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

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

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

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

[4 Tabs] (B) occupation; and

[4 Tabs] (C) residence.

d. Avoid tabulated use of clauses [(A), (B), (C)] and subclauses [(I), (II), (III)]. If used, indent each clause five tabs and each subclause six 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.

11. When submitting a draft for review by the Committee on Style or the Conference, prepare a clean text of the Act without indicating changes from earlier drafts or amended law. This guideline does not apply to interim drafts prepared solely for the use of the Drafting Committee.

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[EXAMPLE OF FORMAT]

UNIFORM PARTNERSHIP ACT (1993)

...

ARTICLE 2

NATURE OF PARTNERSHIP

SECTION 201. PARTNERSHIP AS ENTITY. A partnership is an entity.

SECTION 202. CREATION OF PARTNERSHIP.

(a) Except as provided in subsection (b), the association of two or more persons to carry on as co-owners a business for profit creates a partnership, whether or not the persons intend to create a partnership.

(b) An association created under a statute other than this [act], a predecessor law, or comparable law of another jurisdiction is not a partnership.

(c) In determining whether a partnership is created, the following rules apply:

(1) Joint tenancy, tenancy in common, tenancy by the entirety, 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

1 or common right or interest in property from which the returns are
2 derived.

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

6 (A) of a debt by installments or otherwise;

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

9 (C) of rent;

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

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

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

20 (d) Except as provided by Section 308, persons who are not
21 partners as to each other are not partners as to other persons.

22 (e) A partnership created under this [act] is a general

1 partnership, and the partners are general partners of the partnership.

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

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

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

9 (1) the partnership; or

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

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

16 (1) the partnership in its name; or

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

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

1 a partner or of the existence of a partnership.

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