

**UNINCORPORATED ENTERPRISES COMMITTEE  
REPORT PREPARED FOR THE DECEMBER 3, 2005 COUNCIL MEETING**

**1. Next Scheduled Meeting of the Committee**

The Committee intends to meet again regarding its continuing work on the UPA and ULPA as requested by the NCCUSL.

**2. Council Approval**

No matters currently require Council approval.

**3. Membership**

Our Committee is preparing for its annual Business Entity Update seminar in conjunction with ICLE. An additional goal for our Committee for 2005-2006 is to actively discuss and ultimately support the introduction of more recent forms of the UPA and ULPA as adopted by NCCUSL.

**4. Accomplishments Toward Committee Objectives**

Our Committee remains active in working on legislative matters associated with the MLLCA and continues to work to educate the Bar by presenting its annual seminar (and by participating in other seminars during the year). More effort is needed to increase membership on our Committee and to introduce new people to our Committee work. The new database should assist in meeting these objectives.

**5. Meetings and Programs**

The Committee co-sponsored the 2005 Business Entity and LLC Update (along with ICLE) and will co-sponsor the 2006 Business Entity and LLC Update. Our Committee was also responsible for the October session in Business Boot Camp on limited liability companies and operating agreements. We have also recently finalized the schedule for the 2006 Business Entity and LLC Update co-sponsored by ICLE.

## **6. Legislative/Judicial/Administrative Developments**

Our Committee was active with the Ad Hoc Committee on the legislative amendments to the Michigan Limited Liability Company Act. Amendments were last adopted in December 2002 with immediate effect. We intend to be involved with any proposed MLLCA amendments and other legislative activities relating to LLCs. We have convened an ad hoc committee consisting of approximately 20 lawyers who have expressed an interest in working on the review of the Uniform Partnership Act (“UPA”) and the Uniform Limited Partnership Act (“ULPA”) as proposed by the National Conference of Commissioners on Uniform State Laws. On Saturday, May 14, 2005, our Committee had an initial meeting and discussed general comments regarding these proposed Acts. The subcommittee will now divide into two working groups. The first working group will be chaired by Daniel Minkus and will focus on the UPA and the second group will be chaired by Timothy Damschroder and will focus on the ULPA. It is anticipated that the Committee will meet two or three additional times before concluding and reporting to the Business Law Section on its recommendations.

The Committee was contacted by the National Conference of Commissioners on Uniform State Laws to seek assistance in having Michigan adopt the Uniform Partnership Act (1997) and the Uniform Limited Partnership Act (2001). The Committee intends to discuss this matter at the next (Spring 2006) Council meeting and to seek authorization to proceed with legislators to pursue legislation on this matter.

## **7. Miscellaneous**

We invite new members to our Committee and to participate in the activities of our Committee.

### **Report submitted by:**

Daniel H. Minkus  
Committee Chair  
Unincorporated Enterprises Committee