

The Bluffer's Guide to Resolution Writing

by

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I cannot decide which is more difficult: writing a resolution or reading one. Or for that matter which is more boring: writing an article about resolution writing, or reading one.

As a lawyer I am often called on to draft resolutions for clients in “important” cases, such as when an “important” special levy or an “important” transaction needs to be approved by the owners. I am rarely called on draft “routine” resolutions such as the approval of a budget.

The fact is that all resolutions are important. A strata corporation cannot act except through the resolutions of the owners and council. Accordingly, well drafted resolutions are essential to good governance.

Here are some tips that you may find helpful if you are ever called upon to write a resolution for your strata corporation.

The Keys to the Game.

A well drafted resolution is one that is easy to understand, easy to implement and lawful under the *Strata Property Act* (the “SPA”). A well drafted resolution that meets these criteria is likely to withstand legal challenge if it is approved by the owners.

It’s All About Style!

A resolution will usually consist of three parts:

1. The heading or title of the resolution. This is the easiest part. Using a heading or title for your resolutions makes it easier for people to distinguish between two or more resolutions in a package. A good title might be “Special Levy for Painting Contract”, or “Resolution to Amend Bylaw 6”;
2. The recitals, or reasons or argument in favour of the resolution (a.k.a. the “Whereases”). Well written recitals tell the reader why a resolution was passed and help shed light on how to implement the resolution later on; and
3. The resolution, or operative clauses, setting out the decision being made as a result of the recitals (a.k.a. “Resolved Thats”). This is where clarity is key. If the resolution makes no sense, or is confusing, it may not be passed. Even if it is passed, it may be impossible to implement.

The punctuation and organization rules for writing resolutions are that:

1. The heading or title of the resolution should be in all capitals;

2. Each Recital begins with the word WHEREAS, in all caps;
3. Each operative clause of the resolution begins with the phrase IT IS RESOLVED THAT or BE IT RESOLVED or BE IT FURTHER RESOLVED in all caps;
4. Each operative clause of the resolution is numbered. It is not necessary to number the recitals, because the recitals are not operative clauses;
5. The recitals are separate sentences;
6. The operative clauses form one long sentence. Each operative clause ends in a semicolon with the second to last Operative Clause ending with “; and” and the final operative clause ending with a period;
7. Each recital and each operative clause should be separated by a double space; and
8. Do not use “quotes” or capitalize words for EMPHASIS.

The resolution writing is unnatural and formal. Do not be tempted to compound this fact by indulging in jargon and verbosity. Similarly, do not attempt to oversimplify things by using slang, or abbreviations like the “SPA” unless you have defined them: e.g. *Strata Property Act* (“SPA”).

Last Things First!

The most efficient way to write a resolution is to start with the operative clauses first then draft the recitals. Make an outline of the operative clauses and follow with an outline of the premises or reasons for the resolution that will be turned into recitals.

Consider using a question and answer format to draft your resolutions. For example:

- | | |
|---------------------------------|--|
| Q: What are we trying to do? | A: Raise \$100,000.00 |
| Q: How? | A: By special levy according to unit entitlement |
| Q: When? | A: By August 1, 2006 |
| Q: What if owners pay late? | A: Authorize transfer from CRF |
| Q: Does Council need direction? | A: Council to amend and sign contracts |
| Q: What if we raise to much? | A: Refunds |

Q: Why?

A: To repair the building

The answer(s) to the question “why?” form your recitals.

Beginning with the end and then drafting the reasons, will result in the simplest and clearest resolutions. Then, when you actually sit down to write your resolution, you can focus on the writing and the style, having already done the thinking part.

Finally, be sure to give yourself ample time to write and revise the resolution before it is included in the package to the owners. There is nothing worse than sitting down to write your resolution on the same day your package has to go out.

I can't promise that using my method will make resolution writing fun, but I can promise that it will make it easier. There is no time like the present to resolve to be better resolution writer.