

4.2 Read the extract again and decide whether these statements are true or false.

- 1 The board of directors only has the power to change the bylaws if the shareholders in turn have the power to amend any changes made by the board of directors.
- 2 The board of directors is proscribed at all times from changing any bylaw which has been altered by a vote of the shareholders.
- 3 Records must only be kept of decisions reached by shareholders and directors in the course of a meeting.
- 4 Records of the shareholders must list the number of shares they own.

proscribe

= prohibit, ban

prescribe

= stipulate

4.3 For each of these words or phrases, find the *italicised* word(s) in the extract that most closely matches its meaning.

- | | | | |
|-------------------------|----------------|-------------|------------|
| 1 passed | 3 instead | 5 cancelled | 7 given to |
| 2 who have the right to | 4 on condition | 6 revised | 8 these |

5 Language use: *Shall and may*

Read through the extract on page 23 again, noting how *shall* and *may* are used, and answer these questions.

- 1 Which of these words most closely matches the meaning of *shall* in each case?
a) will b) must
- 2 What do you notice about the use of *shall* in line 6?
- 3 Which of these words most closely matches the meaning of *may* in the text?
a) can b) could

In legal documents, the verb *shall* is mainly used to indicate obligation, to express a promise or to make a declaration to which the parties involved are legally bound. This use differs from that in everyday speech, where it is most often used to make offers (*Shall I open the window?*) or to refer to the future (*I shall miss you*), although this latter use is less frequent in modern English.

In legal texts, *shall* usually expresses the meaning of 'must' (obligation):

Every notice of the meeting of the shareholders shall state the place, date and hour.
or 'will' (in the sense of a promise):

The board of directors shall have the power to enact bylaws.

Shall can also be used in legal texts to refer to a future action or state:

... until two years shall have expired since such action by vote of such shareholders.

In everyday speech, this future meaning is commonly expressed using only the present perfect (*... until two years have expired ...*).

Another verb commonly found in legal documents is *may*, which generally expresses permission, in the sense of 'can' (this use is less common in everyday English):

... any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by a vote of the shareholders.

In everyday English, *may* is sometimes used as a substitute for *might*, indicating probability (*He may want to see the document*).

Learners of legal English should be aware that the use of *shall* in legal texts has been criticised in recent years, particularly with regard to what some consider its inconsistent