



Substitute Senate Bill No. 986

Public Act No. 21-39

AN ACT CONCERNING REVISIONS TO THE CONNECTICUT UNIFORM TRUST CODE, RULE AGAINST PERPETUITIES, CONNECTICUT UNIFORM POWER OF ATTORNEY ACT, CONNECTICUT BUSINESS CORPORATION ACT AND CONNECTICUT REVISED NONSTOCK CORPORATION ACT.

Be it enacted by the Senate and House of Representatives in General Assembly convened:

Section 1. Section 45a-499c of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2022*):

As used in [sections 45a-499a to 45a-500s, inclusive] this chapter:

(1) "Action", with respect to an act of a trustee, includes a failure to act.

(2) "Ascertainable standard" means a standard relating to an individual's health, education, support or maintenance within the meaning of Section 2041(b)(1)(A) or 2514(c)(1) of the Internal Revenue Code of 1986, or any subsequent corresponding internal revenue code of the United States, as amended from time to time, as in effect on January 1, 2020, or as later amended.

(3) "Beneficiary" means a person that (A) has a present or future beneficial interest in a trust, vested or contingent; or (B) in a capacity other than that of trustee, holds a power of appointment over trust

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property. "Beneficiary" does not include an appointee under a power of appointment until the power is exercised and the trustee has knowledge of the exercise and the identity of the appointee.

(4) "Breach of trust" includes a violation by a trust director or trustee of a duty imposed on the director or trustee by the terms of the trust, sections 45a-499a to 45a-500s, inclusive, or law of this state other than sections 45a-499a to 45a-500s, inclusive, pertaining to trusts.

(5) "Charitable trust" means a trust, or part of a trust, created (A) for a charitable purpose described in section 45a-499z; and (B) when property is dedicated for a charitable purpose, whether the dedication is by written instrument, declaration, deed, pledge, judgment or decree.

(6) "Conservator of the estate" means a person appointed by the court to administer the estate of an adult individual.

(7) "Conservator of the person" means a person appointed by the court to make decisions regarding the support, care, education, health and welfare of an adult individual and includes a conservator of the person of an adult, but does not include a guardian ad litem.

(8) "Court" means a court of this state having jurisdiction over the matter pursuant to sections 45a-499o and 45a-499p or a court of another state having jurisdiction under the law of the other state.

(9) "Current beneficiary" means a beneficiary that, on the date the beneficiary's qualification is determined, is a distributee or permissible distributee of trust income or principal.

(10) "Designated representative" means any person designated as provided in subsection (a) of section 45a-499u, as amended by this act, unless precluded from acting by the trust instrument or applicable law.

(11) "Directed trust" means a trust for which the terms of the trust

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grant a power of direction.

(12) "Directed trustee" means a trustee that is subject to a trust director's power of direction.

(13) "Environmental law" means a federal, state or local law, rule, regulation or ordinance relating to protection of the environment.

(14) "Guardian" means a person appointed by the court pursuant to part V of chapter 802h.

(15) "Inter vivos trust" means a trust that is not a testamentary trust.

(16) "Interests of the beneficiaries" means the beneficial interests provided in the terms of the trust.

(17) "Jurisdiction", with respect to a geographic area, includes a state or country.

(18) "Mandatory distribution" means distribution of income or principal that the trustee is required to make to a beneficiary under the terms of the trust, including a distribution upon termination of the trust. "Mandatory distribution" does not include a distribution subject to the exercise of the trustee's discretion, regardless of whether the terms of the trust (A) include a support or other standard to guide the trustee in making distribution decisions; or (B) provide that the trustee may or shall make discretionary distributions, including distributions pursuant to a support or other standard.

(19) "Person" means an individual, corporation, statutory or business trust, estate, trust, partnership, limited liability company, association, joint venture, court, government, governmental subdivision, agency or instrumentality, public corporation or any other legal or commercial entity.

(20) "Power of direction" means a power over a trust granted to a

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person by the terms of the trust to the extent the power is exercisable while the person is not serving as a trustee. "Power of direction" includes a power over the investment, management or distribution of trust property or other matters of trust administration, but does not include the powers described in subsection (b) of section 45a-500e.

(21) "Power of withdrawal" means a presently exercisable general power of appointment other than a power exercisable only upon consent of the trustee or a person holding an adverse interest.

(22) "Property" means anything that may be the subject of ownership, whether real or personal and whether legal or equitable, or any interest therein.

(23) "Qualified beneficiary" means a beneficiary that, on the date the beneficiary's qualification is determined: (A) Is a distributee or permissible distributee of trust income or principal; (B) would be a distributee or permissible distributee of trust income or principal if the interests of the distributees described in subparagraph (A) of this subdivision terminated on such date without causing the trust to terminate; or (C) would be a distributee or permissible distributee of trust income or principal if the trust terminated on such date.

(24) "Revocable", as applied to a trust, means revocable by the settlor without the consent of the trustee or a person holding an adverse interest.

(25) "Settlor" means a person, including a testator, that creates or contributes property to a trust. If more than one person creates or contributes property to a trust, each person is a settlor of the portion of the trust property attributable to such person's contribution, except to the extent another person has the power to revoke or withdraw such portion and as otherwise provided in section 45a-499nn, as amended by this act.

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(26) "Spendthrift provision" means a term of a trust that restrains both voluntary and involuntary transfer of a beneficiary's interest.

(27) "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, and includes an Indian tribe or band recognized by federal law or formally acknowledged by a state.

(28) "Terms of a trust" means:

(A) Except as otherwise provided in subparagraph (B) of this subdivision, the manifestation of the settlor's intent regarding a trust's provisions as:

(i) Expressed in the trust instrument; or

(ii) Established by other evidence that would be admissible in a judicial proceeding; or

(B) The trust's provisions, as established, determined or amended by:

(i) A trustee or other person in accordance with authority under the trust instrument, a statute or a court order;

(ii) A court order; or

(iii) A nonjudicial settlement agreement under section 45a-499k and subsection (a) of section 45a-499ll or court approval of the combination of a testamentary trust with another trust or the division of a testamentary trust into two or more separate trusts pursuant to subsection (b) of section 45a-499ll.

[(28)] (29) "Testamentary trust" means a trust created under a will and, unless otherwise expressly provided, any trust established pursuant to an order of the Probate Court.

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[(29)] (30) "Trust director" means a person that is granted a power of direction by the terms of a trust to the extent the power is exercisable while the person is not serving as a trustee, provided a person is a trust director whether or not the terms of the trust refer to the person as a trust director and whether or not the person is a beneficiary or settlor of the trust.

[(30)] (31) "Trust instrument" means any instrument executed by the settlor, including a will establishing or creating a testamentary trust, that contains terms of the trust, including any amendments thereto. In the case of a charitable trust, "trust instrument" means any written instrument by which property is dedicated for a charitable purpose described in section 45a-499z.

[(31)] (32) "Trustee" includes an original, additional and successor trustee and a cotrustee.

Sec. 2. Subsection (a) of section 45a-499j of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2022*):

(a) Whenever notice to qualified beneficiaries of a trust is required under sections 45a-487j to 45a-487t, inclusive, and 45a-499a to 45a-500s, inclusive, the trustee shall also give notice to [:(1) A representative designated under section 45a-499u to receive notices on the beneficiary's behalf; and (2)] any [other] beneficiary who sent the trustee a request for notice. The trustee may send notice to a designated representative who is qualified to represent a beneficiary under section 45a-499u, as amended by this act, in lieu of sending notice to a beneficiary.

Sec. 3. Subsection (a) of section 45a-499u of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2022*):

(a) The trust instrument may (1) designate one or more persons other

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than the settlor to represent and bind a beneficiary that is not a charity and to receive a notice, information, an accounting or a report on behalf of the beneficiary; or (2) authorize a person or persons, other than a trustee of the trust or the settlor, to designate one or more persons to represent and bind a beneficiary that is not a charity and receive any notice, information, accounting or report. The designated representative shall act in good faith on behalf of any beneficiary so represented.

Sec. 4. Section 45a-499gg of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2022*):

Except as otherwise provided in section 45a-499hh, if a particular charitable purpose becomes unlawful, impracticable, impossible to achieve or wasteful: (1) The trust does not fail, in whole or in part; (2) the trust property does not revert to the settlor or the settlor's successors in interest; and (3) the court may apply cy pres to modify or terminate the trust, subject to section 45a-520, by directing that the trust property be applied or distributed, in whole or in part, in a manner consistent with the settlor's charitable purposes.

Sec. 5. Subsection (a) of section 45a-499nn of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2022*):

(a) For all purposes under this section and section 45a-499mm, a creditor of a beneficiary, other than a creditor of the settlor if the settlor is a beneficiary of the trust, may not attach or compel a distribution of property that is subject to:

(1) A power of withdrawal held by the beneficiary if the value of the property subject to the power does not exceed the greater of the amount specified in Section 2041(b)(2) or 2514(e) of the Internal Revenue Code of 1986, or any subsequent corresponding internal revenue code of the United States, as amended from time to time, and the regulations

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thereunder, or Section 2503(b) of said Internal Revenue Code and the regulations thereunder, in each case as in effect on January 1, 2020;

(2) A power, whether mandatory or discretionary, held by the trustee of the trust, including a power held by the beneficiary as the sole trustee or a cotrustee of the trust, to make distributions to or for the benefit of the beneficiary, if the power is exercisable by the trustee only in accordance with an ascertainable standard relating to such beneficiary's individual health, education, support or maintenance within the meaning of Section 2041(b)(1)(A) or 2514(c)(1) of the Internal Revenue Code of 1986, or any subsequent corresponding internal revenue code of the United States, as amended from time to time, and the regulations thereunder, as in effect on January 1, 2020; [or]

(3) A power, whether mandatory or discretionary, held by the trustee of the trust, including a power held by the beneficiary as the sole trustee or a cotrustee of the trust, to make distributions to or for the benefit of a person who the beneficiary has an obligation to support, if the power is exercisable by the trustee only in accordance with an ascertainable standard relating to such person's individual health, education, support or maintenance within the meaning of Section 2041(b)(1)(A) or 2514(c)(1) of the Internal Revenue Code of 1986, or any subsequent corresponding internal revenue code of the United States, as amended from time to time, and the regulations thereunder, as in effect on January 1, 2020; [.] or

(4) A power of withdrawal that has lapsed or been waived or released over all or any part of the trust property.

Sec. 6. Subdivision (10) of section 45a-487k of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2022*):

(10) "Trust instrument" means an instrument, in writing, appointing

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at least one qualified trustee for the property that is the subject of a disposition, which instrument:

(A) Expressly provides that the laws of this state govern the validity, construction and administration of the trust;

(B) Is irrevocable; and

(C) Provides that the interest of the transferor or other beneficiary in the trust property or the income from the trust property may not be transferred, assigned, pledged or mortgaged, whether voluntarily or involuntarily, before the qualified trustee or qualified trustees actually distribute the property or income from the trust property to or for the benefit of the beneficiary, and the provision of the trust instrument shall be deemed to be a restriction on the transfer of the transferor's beneficial interest in the trust that is enforceable under applicable nonbankruptcy law within the meaning of 11 USC 541(c)(2), as amended from time to time.

Sec. 7. Section 45a-491 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage and applicable to any trust created on or after January 1, 2020*):

(a) A nonvested property interest is invalid unless: (1) When the interest is created, it is certain to vest or terminate no later than twenty-one years after the death of an individual then alive; or (2) the interest either vests or terminates within ninety years after its creation.

(b) A general power of appointment not presently exercisable because of a condition precedent is invalid unless: (1) When the power is created, the condition precedent is certain to be satisfied or become impossible to satisfy no later than twenty-one years after the death of an individual then alive; or (2) the condition precedent either is satisfied or becomes impossible to satisfy within ninety years after its creation.

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(c) A nongeneral power of appointment or a general testamentary power of appointment is invalid unless: (1) When the power is created, it is certain to be irrevocably exercised or otherwise to terminate no later than twenty-one years after the death of an individual then alive; or (2) the power is irrevocably exercised or otherwise terminates within ninety years after its creation.

(d) In determining whether a nonvested property interest or a power of appointment is valid under subdivision (1) of subsection (a), (b) or (c) of this section, the possibility that a child will be born to an individual after the individual's death is disregarded.

(e) If, in measuring a period from the creation of a trust or other property arrangement, language in a governing instrument (1) seeks to disallow the vesting or termination of any interest or trust beyond, (2) seeks to postpone the vesting or termination of any interest or trust until, or (3) seeks to operate in effect in any similar fashion upon, the later of (A) the expiration of a period of time not exceeding twenty-one years after the death of the survivor of specified lives in being at the creation of the trust or other property arrangement or (B) the expiration of a period of time that exceeds or might exceed twenty-one years after the death of the survivor of lives in being at the creation of the trust or other property arrangement, that language is inoperative to the extent it produces a period of time that exceeds twenty-one years after the death of the survivor described in subparagraph (A) of this subsection. Nothing in this subsection shall affect the validity of the other provisions of the trust or other property arrangement or of the governing instrument.

(f) With respect to any trust created on or after January 1, 2020, this section and sections 45a-492 to 45a-495, inclusive, shall apply to a nonvested property interest or power of appointment contained in a trust by substituting "eight hundred years" in place of "ninety years" in each place such term appears in this section and sections 45a-492 to 45a-

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495, inclusive, unless the terms of the trust expressly require that all beneficial interests in the trust vest or terminate within a lesser period.

Sec. 8. Section 1-350d of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2021*):

A power of attorney must be dated and signed by the principal or in the principal's conscious physical presence by another individual directed by the principal to sign the principal's name on the power of attorney and witnessed by two witnesses. A signature on a power of attorney is presumed to be genuine if the principal acknowledges the signature before a notary public, a commissioner of the Superior Court or other individual authorized by law to take acknowledgments.

Sec. 9. Subsection (a) of section 47-5 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2021*):

(a) All conveyances of land shall be: (1) In writing; (2) if the grantor is (A) a natural person, subscribed, with or without a seal, by the grantor with his own hand or with his mark with his name annexed to it or by his agent authorized for that purpose by a power (i) executed, acknowledged and witnessed in the manner provided for conveyances, or [if the grantor is] (ii) executed, acknowledged and witnessed in the same manner provided for in section 1-350d, as amended by this act, and subsection (a) of section 1-350r; or (B) a corporation, limited liability company or partnership, subscribed by a duly authorized person; (3) acknowledged by the grantor, his agent or such duly authorized person (A) to be his free act and deed, or (B) in any manner permitted under chapter 6 or chapter 8; and (4) attested to by two witnesses with their own hands.

Sec. 10. Subsection (b) of section 33-695 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

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(b) [Annual shareholders' meetings] Unless the board of directors determines that an annual shareholders' meeting shall be held solely by means of remote communication in accordance with subsection (c) of section 33-703, as amended by this act, such meeting (1) may be held in or out of this state at the place stated in or fixed in accordance with the bylaws, [. If] or (2) if no place is stated in or fixed in accordance with the bylaws, annual meetings shall be held at the corporation's principal office.

Sec. 11. Subsections (a) to (c), inclusive, of section 33-696 of the general statutes are repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) A corporation shall hold a special meeting of shareholders: (1) On call of its board of directors or the person or persons authorized to do so by the certificate of incorporation or bylaws; or (2) if the holders of at least ten per cent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held, except that if the corporation has a class of voting stock registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended from time to time, and no person held ten per cent or more of [such votes] all the votes entitled to be cast by the holders of such class of voting stock on February 1, 1988, the corporation need not hold such meeting except upon demand of the holders of not less than thirty-five per cent of such votes.

(b) If not otherwise fixed under section 33-697 or 33-701, as amended by this act, the record date for determining shareholders entitled to demand a special meeting is the date the first shareholder signs the demand.

(c) [Special shareholders' meetings] Unless the board of directors

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determines that a special shareholders' meeting shall be held solely by means of remote communication in accordance with subsection (c) of section 33-703, as amended by this act, such meeting (1) may be held in or out of this state at the place stated in or fixed in accordance with the bylaws, [. If] or (2) if no place is stated or fixed in accordance with the bylaws, special meetings shall be held at the corporation's principal office.

Sec. 12. Section 33-697 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) The superior court for the judicial district where a corporation's principal office or, if none in this state, its registered office is located may summarily order a meeting to be held: (1) On application of any shareholder of the corporation entitled to participate in an annual meeting if an annual meeting was not held or action by written consent in lieu thereof did not become effective within the earlier of six months after the end of the corporation's fiscal year or fifteen months after its last annual meeting; or (2) on application of a shareholder who signed a demand for a special meeting valid under section 33-696, as amended by this act, if: (A) Notice of the special meeting was not given within thirty days after the date the demand was delivered to the corporation's secretary; or (B) the special meeting was not held in accordance with the notice.

(b) [The] Unless the bylaws require a meeting of shareholders to be held at a place, the court may fix the time [and] of the meeting, determine whether the meeting will be held at a place or solely by remote communication, and, if the meeting is to be held at a place, the place of the meeting, determine the shares entitled to participate in the meeting, specify a record date or dates for determining shareholders entitled to notice of and to vote at the meeting, prescribe the form and content of the meeting notice, fix the quorum required for specific matters to be considered at the meeting, or direct that the votes

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represented at the meeting constitute a quorum for action on those matters, and enter other orders necessary to accomplish the purpose or purposes of the meeting. The court may order the meeting to be held solely by means of remote communication in compliance with section 33-703, as amended by this act, subject to such guidelines and procedures as the court may order, including implementation of the measures specified in subsection (b) of said section.

Sec. 13. Section 33-699 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) A corporation shall notify shareholders of the date [] and time [and place] of each annual and special shareholders' meeting and, if the meeting is to be held at a place, the place of such meeting, no fewer than ten nor more than sixty days before the meeting date. The notice shall include the record date for determining the shareholders entitled to vote at the meeting, if such date is different than the record date for determining shareholders entitled to notice of the meeting. If the board of directors has authorized participation by means of remote communication pursuant to section 33-703, as amended by this act, for any class or series of shareholders, the notice to such class or series of shareholders shall describe the means of remote communication to be used. Unless sections 33-600 to 33-998, inclusive, or the certificate of incorporation requires otherwise, the corporation is required to give notice only to shareholders entitled to vote at the meeting as of the record date for determining the shareholders entitled to notice of the meeting.

(b) Unless sections 33-600 to 33-998, inclusive, or the certificate of incorporation requires otherwise, notice of an annual meeting need not include a description of the purpose or purposes for which the meeting is called.

(c) Notice of a special shareholders' meeting shall include a

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description of the purpose or purposes for which the meeting is called.

(d) If not otherwise fixed under section 33-697 or 33-701, as amended by this act, the record date for determining shareholders entitled to notice of and to vote at an annual or special shareholders' meeting is the day before the first notice is delivered to shareholders.

(e) Unless the bylaws require otherwise, if an annual or special shareholders' meeting is adjourned to a different date, time or place, if any, notice need not be given of the new date, time or place, if any, if the new date, time or place, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under section 33-701, however, notice of the adjourned meeting must be given under this section to shareholders entitled to vote at such adjourned meeting as of the record date fixed for notice of such adjourned meeting.

Sec. 14. Section 33-703 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) Shareholders of any class or series may participate in any meeting of shareholders by means of remote communication to the extent the board of directors authorizes such participation for such class or series. Participation by means of remote communication shall be subject to such guidelines and procedures as the board of directors adopts, and shall be in conformity with subsection (b) of this section.

(b) Shareholders participating in a shareholders' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures: (1) To verify that each person participating remotely is a shareholder, and (2) to provide such shareholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to communicate, and to read or hear the

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proceedings of the meeting, substantially concurrent with such proceedings.

(c) Unless the bylaws require the meeting of shareholders to be held at a place, the board of directors may determine that any meeting of shareholders shall not be held at any place and shall instead be held solely by means of remote communication, provided the corporation implements the measures specified in subsection (b) of this section.

Sec. 15. Section 33-704 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) After fixing a record date for a meeting, a corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of a shareholders' meeting. If the board of directors fixes a different record date under subsection (e) of section 33-701 to determine the shareholders entitled to vote at the meeting, a corporation also shall prepare an alphabetical list of the names of all its shareholders who are entitled to vote at the meeting. A list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder.

(b) The shareholders' list for notice shall be available for inspection by any shareholder, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, (1) at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held, or (2) on a reasonably accessible electronic network, provided the information required to gain access to such list is provided with the notice of the meeting. In the event that the corporation makes the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to shareholders of the corporation. A shareholders' list for voting must be similarly available for inspection promptly after the record date for voting. A

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shareholder, his agent or attorney is entitled on written demand to inspect and, subject to the requirements of subsection (d) of section 33-946, to copy a list, during regular business hours and at his expense, during the period it is available for inspection.

(c) [The] If the meeting is to be held at a place, the corporation shall make the list of shareholders entitled to vote available [at] during the meeting, and any shareholder, his agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment. If the meeting is to be held solely by means of remote communication, such list shall be open to inspection during the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

(d) If the corporation refuses to allow a shareholder or his agent or attorney to inspect a shareholders' list before or at the meeting, or copy a list as permitted by subsection (b) of this section, the superior court for the judicial district where a corporation's principal office or, if none in this state, its registered office, is located, on application of the shareholder, may summarily order the inspection or copying at the corporation's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete.

(e) Refusal or failure to prepare or make available a shareholders' list does not affect the validity of action taken at the meeting.

Sec. 16. Section 33-808 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) A bylaw that fixes a greater quorum or voting requirement for the board of directors or that requires a meeting of shareholders to be held at a place may be amended or repealed: (1) If originally adopted by the shareholders, only by the shareholders; (2) if originally adopted by the incorporator or incorporators or by the board of directors, either by the

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shareholders or by the board of directors.

(b) A bylaw adopted or amended by the shareholders that fixes a greater quorum or voting requirement for the board of directors may provide that it may be amended or repealed only by a specified vote of either the shareholders or the board of directors.

(c) Action by the board of directors under subdivision (2) of subsection (a) of this section to adopt or amend a bylaw that changes the quorum or voting requirement for the board of directors must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

Sec. 17. Section 33-1061 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) A corporation that has members entitled to vote for the election of directors shall hold a meeting of such members annually at a time stated in or fixed in accordance with the bylaws.

(b) [Annual meetings of members] Unless the board of directors determines that an annual meeting of members shall be held solely by means of remote communication in accordance with the provisions of subsection (c) of section 22 of this act, such meeting (1) may be held in or out of this state at the place stated in or fixed in accordance with the bylaws, [. If] or (2) if no place is stated in or fixed in accordance with the bylaws, annual meetings shall be held at the corporation's principal office.

(c) A corporation that has members entitled to vote may hold regular meetings of such members in or out of this state at the places and times stated in or fixed in accordance with the bylaws.

(d) The failure to hold an annual or regular meeting at the time stated

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in or fixed in accordance with a corporation's bylaws does not affect the validity of any corporate action.

Sec. 18. Section 33-1062 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) A corporation that has members entitled to vote shall hold a special meeting of members entitled to vote at the meeting: (1) On call of its board of directors or the person or persons authorized to do so by the certificate of incorporation or the bylaws; or (2) if the members holding at least five per cent, or such other number or proportion as shall be provided in the bylaws, of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the corporation one or more written demands for the meeting describing the purpose or purposes for which it is to be held. If a call for such a special meeting is not issued within fifteen days after receipt of such members' request, such members may call the meeting.

(b) If not otherwise fixed under section 33-1063 or 33-1067, as amended by this act, the record date for determining members entitled to demand a special meeting is the date the first member signs the demand.

(c) [Special meetings of members] Unless the board of directors determines that a special meeting of members shall be held solely by remote communication in accordance with the provisions of subsection (c) of section 22 of this act, such meeting (1) may be held in or out of this state at the place stated in or fixed in accordance with the bylaws, [If] or (2) if no place is stated or fixed in accordance with the bylaws, special meetings shall be held at the corporation's principal office.

(d) Only business within the purpose or purposes described in the meeting notice required by subsection (c) of section 33-1065, as amended by this act, may be conducted at a special meeting of members.

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Sec. 19. Section 33-1063 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) The superior court for the judicial district where a corporation's principal office or, if none in this state, its registered office is located may summarily order a meeting to be held: (1) On application of any member entitled to vote at an annual meeting if an annual meeting was not held within the earlier of six months after the end of the corporation's fiscal year or fifteen months after its last annual meeting; or (2) on application of a member who signed a demand for a special meeting valid under section 33-1062, as amended by this act, if: (A) Notice of the special meeting was not given within thirty days after the date the demand was delivered to the corporation's secretary; or (B) the special meeting was not held in accordance with the notice.

(b) [The] Unless the bylaws require a meeting of members to be held at a place, the court may fix the time [and] of the meeting and, if the meeting is to be held at a place, the place of the meeting, determine the members entitled to vote at the meeting, specify a record date for determining members entitled to notice of and to vote at the meeting, prescribe the form and content of the meeting notice, fix the quorum required for specific matters to be considered at the meeting, or direct that the votes represented at the meeting constitute a quorum for action on those matters, and enter other orders necessary to accomplish the purpose or purposes of the meeting. The court may order the meeting to be held solely by means of remote communication in compliance with section 22 of this act, subject to such guidelines and procedures as the court may order, including implementation of the measures specified in subsection (b) of said section.

Sec. 20. Section 33-1064 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) Any action which, under any provision of sections 33-1000 to 33-

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1290, inclusive, may be taken at a meeting of members may be taken without a meeting by one or more consents in writing, setting forth the action so taken or to be taken, signed by all of the persons who would be entitled to vote upon such action at a meeting, or by their duly authorized attorneys which action for purposes of this subsection shall be referred to as "unanimous written consent". The secretary shall file such consent or consents, or certify the tabulation of such consents and file such certificate, with the minutes of the meetings of the members. A unanimous written consent shall have the same force and effect as a vote of the members at a meeting duly held, and may be stated as such in any certificate or document filed under sections 33-1000 to 33-1290, inclusive.

(b) [Where directors or officers are to be elected by members or any other action is to be voted upon by members, the certificate of incorporation or bylaws may provide that such elections may be conducted and such actions voted upon by mail in such manner as shall be stated therein. The vote of members, or of the members of any particular class, shall be determined from the total number of members who actually vote by mail, rather than from the total number of members entitled so to vote, unless the certificate of incorporation otherwise provides. A ballot signed under this section shall have the same force and effect as a vote of the member who signed it at a meeting duly held, and may be stated as such in any certificate or document filed under sections 33-1000 to 33-1290, inclusive] The certificate of incorporation or bylaws may provide that any action that may be taken at any meeting of members may be taken without a meeting if the corporation delivers notice that includes a ballot to every member entitled to vote on the matter. A ballot shall: (1) Be in writing; (2) set forth each proposed action; (3) provide an opportunity to vote for, or withhold a vote for, each candidate for election as a director, if any; and (4) provide an opportunity to vote for or against each other proposed action.

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(c) [If not otherwise fixed under section 33-1063 or 33-1067, the record date for determining members entitled to take action without a meeting is the date the first member signs the consent or ballot under subsection (a) or (b) of this section] Approval by ballot pursuant to this section of action other than election of directors is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A ballot signed under this section shall have the same force and effect as a vote of the member who signed it at a meeting duly held, and may be stated as such in any certificate or document filed under sections 33-1000 to 33-1290, inclusive.

(d) [The absence from the minutes of any indication that a member objected to holding the meeting shall prima facie establish that no such objection was made.] Any solicitation for votes by ballot shall: (1) Indicate the number of responses needed to meet the quorum requirements, (2) state the percentage of approvals necessary to approve each matter other than election of directors, and (3) specify the time by which a ballot must be received by the corporation in order to be counted.

(e) Except as otherwise provided in the certificate of incorporation or bylaws, a ballot may not be revoked.

(f) If not otherwise fixed under section 33-1063, as amended by this act, or 33-1067, the record date for determining members entitled to take action without a meeting is: (1) The date the first member signs the consent under subsection (a) of this section, or (2) the date the corporation delivers the notice under subsection (b) of this section.

(g) The absence from the minutes of any indication that a member objected to holding the meeting shall prima facie establish that no such

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objection was made.

Sec. 21. Section 33-1065 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) A corporation shall notify members entitled to vote of the date [] and time [and place] of each annual, regular and special meeting of members and, if the meeting is to be held at a place, the place of the meeting, no fewer than ten nor more than sixty days before the meeting date. Unless sections 33-1000 to 33-1290, inclusive, or the certificate of incorporation requires otherwise, the corporation is required to give notice only to members entitled to vote at the meeting.

(b) Unless sections 33-1000 to 33-1290, inclusive, the certificate of incorporation or bylaws require otherwise, notice of an annual or regular meeting need not include a description of the purpose or purposes for which the meeting is called, except that, unless stated in a written notice of the meeting, (1) no bylaw may be brought up for adoption, amendment or repeal, and (2) no matter, other than the election of directors at an annual meeting, may be brought up which expressly requires the vote of members pursuant to said sections.

(c) Notice of a special meeting of members shall include a description of the purpose or purposes for which the meeting is called.

(d) If not otherwise fixed under section 33-1063, as amended by this act, or 33-1067, the record date for determining members entitled to notice of and to vote at an annual, regular or special meeting is the day before the first notice is delivered to members.

(e) Unless the bylaws require otherwise, if an annual, regular or special meeting of members is adjourned to a different date, time or place, if any, notice need not be given of the new date, time or place, if any, if the new date, time or place, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is

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or must be fixed under section 33-1067, however, notice of the adjourned meeting must be given under this section to persons who are members entitled to vote as of the new record date.

Sec. 22. (NEW) (*Effective from passage*) (a) Members of any class may participate in any meeting of members by means of remote communication to the extent the board of directors authorizes such participation for such class. Participation by means of remote communication shall be subject to such guidelines and procedures as the board of directors adopts, and shall be in conformity with subsection (b) of this section.

(b) Members participating in a member meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures: (1) To verify that each person participating remotely is a member; and (2) to provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrently with such proceedings.

(c) Unless the bylaws require the meeting of members to be held at a place, the board of directors may determine that any meeting of members shall not be held at any place and shall instead be held solely by means of remote communication, provided the corporation implements the measures specified in subsection (b) of this section.

Sec. 23. Section 33-1070 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) After fixing a record date for a meeting, a corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of the meeting. The list shall be arranged by classes of members, if any, and show the address of and number of votes to which

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each such member is entitled.

(b) The members' list shall be available for inspection by any members entitled to vote at the meeting, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, (1) at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held, or (2) on a reasonably accessible electronic network, provided the information required to gain access to such list is provided with the notice of the meeting. In the event that the corporation makes the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to members of the corporation. A member entitled to vote at the meeting or his agent or attorney is entitled on written demand to inspect and, subject to the requirements of subsection (c) of section 33-1236, to copy the list, during regular business hours and at his expense, during the period it is available for inspection.

(c) [The] If the meeting is to be held at a place, the corporation shall make the members' list available [at] during the meeting, and any member entitled to vote at the meeting or his agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment. If the meeting is to be held solely by means of remote communication, such list shall be open to such inspection during the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

(d) If the corporation refuses to allow a member entitled to vote at the meeting or his agent or attorney to inspect the members' list before or at the meeting, or copy the list as permitted by subsection (b) of this section, the superior court for the judicial district where a corporation's principal office or, if none in this state, its registered office, is located, on application of the member, may summarily order the inspection or

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copying at the corporation's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete.

(e) Refusal or failure to prepare or make available the members' list does not affect the validity of action taken at the meeting.

Sec. 24. Section 33-1152 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) A bylaw that fixes a greater quorum or voting requirement for the board of directors or that requires a meeting of members to be held at a place may be amended or repealed: (1) If originally adopted by the members, only by the members; (2) if originally adopted by the incorporator or incorporators or by the board of directors, either by the members or by the board of directors.

(b) A bylaw adopted or amended by the members that fixes a greater quorum or voting requirement for the board of directors may provide that it may be amended or repealed only by a specified vote of either the members or the board of directors.

(c) Action by the board of directors under subdivision (2) of subsection (a) of this section to adopt or amend a bylaw that changes the quorum or voting requirement for the board of directors must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.