AN ACT IMPLEMENTING THE RECOMMENDATIONS OF THE COMMISSION ON ENHANCING AGENCY OUTCOMES.

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

Section 1. Section 2-27 of the general statutes is repealed and the following is substituted in lieu thereof (Effective from passage):

Copies of each bill for an act reported favorably by a committee shall be printed in sufficient numbers, as determined by the clerks of the House and Senate, for use by the General Assembly. A greater number of copies of any bill shall be printed upon order of either legislative commissioner. [Seven copies of each printed bill shall be reserved for the use of the Secretary of the State who shall bind and distribute volumes thereof as follows: One to the State Library, one to the law library of Yale University, one to the library of The University of Connecticut and one to the law library of The University of Connecticut, one to the Wesleyan University library, one to the Library of Congress and one to the library of Quinnipiac College.]

Sec. 2. Section 2-7 of the general statutes is repealed and the following is substituted in lieu thereof (Effective from passage):
(a) Whenever the Governor, the members of the General Assembly or the president pro tempore of the Senate and the speaker of the House of Representatives call a special session of the General Assembly, the Secretary of the State shall give notice thereof by mailing a true copy of the call of such special session, by first class mail, [evidenced by a certificate of mailing] to each member of the House of Representatives and of the Senate at his or her address as it appears upon the records of said secretary not less than ten nor more than fifteen days prior to the date of convening of such special session or by causing a true copy of the call to be delivered to each member by a state marshal, constable, state policeman or indifferent person at least twenty-four hours prior to the time of convening of such special session.

(b) Whenever the Secretary of the State is required to reconvene the General Assembly pursuant to article third of the amendments to the Constitution of Connecticut, said secretary shall give notice thereof by mailing a true copy of the call of such reconvened session, by first class mail, [evidenced by a certificate of mailing] to each member of the House of Representatives and of the Senate at his or her address as it appears upon the records of said secretary not less than five days prior to the date of convening of such reconvened session or by causing a true copy of the call to be delivered to each member by a state marshal, constable, state policeman or indifferent person at least twenty-four hours prior to the time of convening of such reconvened session.

Sec. 3. Subsection (d) of section 16-2 of the general statutes is repealed and the following is substituted in lieu thereof (Effective from passage):

(d) The commissioners of the authority shall serve full time and shall make full public disclosure of their assets, liabilities and income at the time of their appointment, and thereafter each member of the authority shall make such disclosure on or before July thirtieth of each year of such member's term, and shall file such disclosure with the
Sec. 4. Section 33-608 of the general statutes is repealed and the following is substituted in lieu thereof (Effective January 1, 2011):

(a) A document shall satisfy the requirements of this section, and of any other section that adds to or varies from these requirements, to be entitled to filing by the Secretary of the State.

(b) Sections 33-600 to 33-998, inclusive, as amended by this act, shall require or permit filing the document in the office of the Secretary of the State.

(c) The document shall contain the information required by sections 33-600 to 33-998, inclusive, as amended by this act. It may contain other information as well.

(d) The document shall be typewritten or printed, or, if electronically transmitted, in a format that can be retrieved or reproduced in typewritten or printed form.

(e) The document shall be in the English language. A corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.

(f) The document shall be executed: (1) By the chairman of the board of directors of a domestic or foreign corporation, by its president or by another of its officers; (2) if directors have not been selected or the corporation has not been formed, by an incorporator; or (3) if the...
corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, by that fiduciary.

(g) The person executing the document shall sign it and state beneath or opposite such person's signature such person's name and the capacity in which such person signs. The document may but need not contain a corporate seal, attestation, acknowledgment or verification.

(h) If the Secretary of the State has prescribed a mandatory form for the document under section 33-609, the document shall be in or on the prescribed form.

(i) The document shall be delivered to the office of the Secretary of the State for filing. [Delivery may be made by electronic transmission if and to the extent permitted by the Secretary of the State.] If the document is filed in typewritten or printed form and not electronically transmitted, the Secretary of the State may require one exact or conformed copy to be delivered with the document, except as provided in sections 33-662 and 33-928.

(j) When the document is delivered to the office of the Secretary of the State for filing, the correct filing fee, and any franchise tax, license fee or penalty required to be paid therewith by sections 33-600 to 33-998, inclusive, as amended by this act, or other law must be paid or provision for payment made in a manner permitted by the Secretary of the State.

(k) When any document is required or permitted to be filed or recorded as provided in sections 33-600 to 33-998, inclusive, as amended by this act, the Secretary of the State may, in the Secretary of the State's discretion, for good cause, permit a photostatic or other photographic copy of such document to be filed or recorded in lieu of the original instrument. Such filing or recording shall have the same force and effect as if the original instrument had been so filed or recorded.
(l) As used in this subsection, "filed document" means a document filed with the Secretary of the State under any provision of sections 33-600 to 33-998, inclusive, as amended by this act, except sections 33-920 to 33-937, inclusive, as amended by this act, and section 33-953, as amended by this act, and "plan" means a plan of merger or share exchange. Whenever a provision of sections 33-600 to 33-998, inclusive, as amended by this act, permits any of the terms of a plan or filed document to be dependent on facts objectively ascertainable outside the plan or filed document, the following provisions apply:

1. The manner in which the facts will operate upon the terms of the plan or filed document shall be set forth in the plan or filed document;

2. The facts may include, but are not limited to (A) any of the following that is available in a nationally recognized news or information medium either in print or electronically: Statistical or market indices, market prices of any security or group of securities, interest rates, currency exchange rates, or similar economic or financial data, (B) a determination or action by any person or body, including the corporation or any other party to a plan or filed document, or (C) the terms of, or actions taken under, an agreement to which the corporation is a party, or any other agreement or document;

3. The following provisions of a plan or filed document may not be made dependent on facts outside the plan or filed document: (A) The name and address of any person required in a filed document; (B) the registered office of any entity required in a filed document; (C) the registered agent of any entity required in a filed document; (D) the number of authorized shares and designation of each class or series of shares; (E) the effective date of a filed document; and (F) any required statement in a filed document of the date on which the underlying transaction was approved or the manner in which such approval was given; and

4. If a provision of a filed document is made dependent on a fact
ascertainable outside of the filed document, and such fact is not
ascertainable by reference to a source described in subparagraph (A) of
subdivision (2) of this subsection or a document that is a matter of
public record, or the affected shareholders have not received notice of
the fact from the corporation, then the corporation shall file with the
Secretary of the State a certificate of amendment setting forth the fact
promptly after the time when the fact referred to is first ascertainable
or thereafter changes. Certificates of amendment under this
subdivision are deemed to be authorized by the authorization of the
original plan or filed document to which they relate and may be filed
by the corporation without further action by the board of directors or
the shareholders.

(m) The Secretary of the State may require or permit the filing by
electronic transmission or by employing new technology as it is
developed of any document that is required by law or regulation
under sections 33-600 to 33-998, inclusive, as amended by this act, to be
filed with the Secretary of the State.

Sec. 5. Section 33-953 of the general statutes is repealed and the
following is substituted in lieu thereof (Effective January 1, 2011):

(a) Each domestic corporation, except banks, trust companies,
insurance or surety companies, savings and loan associations and
public service companies, as defined in section 16-1, and each foreign
corporation authorized to transact business in this state, shall file an
annual report with the Secretary of the State as prescribed in this
section.

(b) The first annual report of a domestic corporation shall be filed
within thirty days after its organization meeting. [Subsequent] On and
after January 1, 2011, subsequent annual reports of such domestic
corporation and annual reports of each foreign corporation authorized
to transact business in this state shall be filed [at such times as may be
provided by regulations adopted by the Secretary of the State in
accordance with chapter 54, provided the Secretary of the State may require any corporation to file an annual report according to reporting schedules established by the secretary so as to effect staggered filing of all such reports] by electronic transmission on or after January first and prior to May first. Upon request of a corporation, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the corporation does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(c) Each annual report shall set forth as of a date which complies with subsection (d) of this section and which is specified in such report: (1) The name of the corporation; (2) the principal office of the corporation or, in the case of a foreign corporation (A) the address of the principal office of the foreign corporation in the state under the laws of which it is incorporated, (B) the address of the executive offices of the foreign corporation, and (C) the address of the principal office of the foreign corporation in this state, if any; [and] (3) the electronic mail address, if any, of the corporation; and (4) the names and respective business and residence addresses of the directors and officers of the corporation, except that if good cause is shown, the Secretary of the State may accept business addresses in lieu of business and residence addresses of the directors and officers of the corporation. For the purposes of this subsection, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence addresses of the corporation's directors and officers may expose the personal security of such directors and officers to significant risk.

(d) The date specified in the annual report pursuant to subsection (c) of this section shall (1) not be later than the date of filing the report, and (2) not be earlier than the latest date preceding the date of filing on which any change of circumstances occurred which would affect the statements of fact required in the report.
(e) Each annual report shall be accompanied by the required filing fee. The report shall be executed as set forth in section 33-608, as amended by this act. The Secretary of the State shall deliver to each domestic corporation at its principal office or electronic mail address, as shown by his records, and to each foreign corporation authorized to transact business in this state at its executive offices or electronic mail address, as last shown by his records, a form prescribed by him for the annual report notice that the annual report is due, but failure to receive such notice shall not relieve a corporation of the requirement of filing the report as provided in this section.

Sec. 6. Section 33-1004 of the general statutes is repealed and the following is substituted in lieu thereof (Effective January 1, 2011):

(a) A document shall satisfy the requirements of this section, and of any other section that adds to or varies from these requirements, to be entitled to filing by the Secretary of the State.

(b) Sections 33-1000 to 33-1290, inclusive, as amended by this act, shall require or permit filing the document in the office of the Secretary of the State.

(c) The document shall contain the information required by sections 33-1000 to 33-1290, inclusive, as amended by this act. It may contain other information as well.

(d) The document shall be typewritten or printed or, if electronically transmitted, in a format that can be retrieved or reproduced in typewritten or printed form.

(e) The document shall be in the English language. A corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.
(f) The document shall be executed: (1) By the chairman of the board of directors of a domestic or foreign corporation, by its president or by another of its officers; (2) if directors have not been selected or the corporation has not been formed, by an incorporator; or (3) if the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, by that fiduciary.

(g) The person executing the document shall sign it and state beneath or opposite such person's signature such person's name and the capacity in which such person signs. The document may but need not contain a corporate seal, attestation, acknowledgment or verification.

(h) If the Secretary of the State has prescribed a mandatory form for the document under section 33-1005, the document shall be in or on the prescribed form.

(i) The document shall be delivered to the office of the Secretary of the State for filing. [Delivery may be made by electronic transmission if and to the extent permitted by the Secretary of the State.] If the document is filed in typewritten or printed form and not electronically transmitted, the Secretary of the State may require one exact or conformed copy to be delivered with the document, except as provided in sections 33-1052 and 33-1218.

(j) When the document is delivered to the office of the Secretary of the State for filing, the correct filing fee, and any franchise tax, license fee or penalty required to be paid therewith by sections 33-1000 to 33-1290, inclusive, as amended by this act, or other law, must be paid or provision for payment made in a manner permitted by the Secretary of the State.

(k) When any document is required or permitted to be filed or recorded as provided in sections 33-1000 to 33-1290, inclusive, as amended by this act, the Secretary of the State may, in the Secretary of the State's discretion, for good cause, permit a photostatic or other
photographic copy of such document to be filed or recorded in lieu of the original instrument. Such filing or recording shall have the same force and effect as if the original instrument had been so filed or recorded.

(l) The Secretary of the State may require or permit the filing by electronic transmission or by employing new technology as it is developed of any document that is required by law or regulation under sections 33-1000 to 33-1290, inclusive, as amended by this act, to be filed with the Secretary of the State.

Sec. 7. Section 33-1243 of the general statutes is repealed and the following is substituted in lieu thereof (Effective January 1, 2011):

(a) Each domestic corporation, except banks, trust companies, insurance or surety companies, savings and loan associations, credit unions, public service companies, as defined in section 16-1, cemetery associations and incorporated church or religious corporations, and each foreign corporation authorized to conduct affairs in this state, and except corporations formed before January 1, 1961, which under the law in effect on December 31, 1960, were not required to file an annual report, shall file an annual report with the Secretary of the State as prescribed in this section.

(b) The first annual report of a domestic corporation shall be filed within thirty days after its organization meeting. [Subsequent] On and after January 1, 2011, subsequent annual reports of such domestic corporation and annual reports of each foreign corporation authorized to conduct affairs in this state shall be filed [at such times as may be provided by regulations adopted by the Secretary of the State in accordance with chapter 54, provided the Secretary of the State may require any corporation to file an annual report according to reporting schedules established by the secretary so as to effect staggered filing of all such reports] by electronic transmission on or after January first and prior to May first. Upon request of a corporation, the Secretary of the State
State may grant an exemption from the requirement to file an annual report by electronic transmission if the corporation does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(c) Each annual report shall set forth as of a date which complies with subsection (d) of this section and which is specified in such report: (1) The name of the corporation and, in the case of a foreign corporation, the state under the laws of which it is incorporated; (2) the principal office of the corporation or, in the case of a foreign corporation (A) the address of the principal office of the foreign corporation in the state under the laws of which it is incorporated, (B) the address of the executive offices of the foreign corporation, and (C) the address of the principal office of the foreign corporation in this state, if any; [and] (3) the electronic mail address, if any, of the corporation; and (4) the names and respective business and residence addresses of the directors and officers of the corporation, except that if good cause is shown, the Secretary of the State may accept business addresses in lieu of business and residence addresses of the directors and officers of the corporation. For the purposes of this subsection, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence addresses of the corporation's directors and officers may expose the personal security of such directors and officers to significant risk.

(d) The date specified in the annual report pursuant to subsection (c) of this section shall (1) not be later than the date of filing the report, and (2) not be earlier than the latest date preceding the date of filing on which any change of circumstances occurred which would affect the statements of fact required in the report.

(e) Each annual report shall be accompanied by the required filing fee. The report shall be executed as set forth in section 33-1004, as amended by this act. The Secretary of the State shall [mail] deliver to
each domestic corporation at its principal office or electronic mail
address, as shown by his records, and to each foreign corporation
authorized to conduct affairs in this state at its executive offices or
electronic mail address, as last shown by his records, [a form
prescribed by him for the annual report] notice that the annual report
is due, but failure to receive such [form] notice shall not relieve a
corporation of the requirement of filing the report as provided in this
section.

Sec. 8. Section 34-9 of the general statutes is repealed and the
following is substituted in lieu thereof (Effective January 1, 2011):

As used in this chapter, unless the context otherwise requires:

(1) "Address" means location as described by the full street number,
if any, street, city or town, state or country and not a mailing address
such as a post office box.

(2) "Certificate of limited partnership" means the certificate referred
to in section 34-10 and the certificate as amended or restated.

(3) "Consolidation" means a business combination pursuant to
section 34-33b.

(4) "Contribution" means any cash, property, services rendered, or a
promissory note or other binding obligation to contribute cash or
property or to perform services, which a partner contributes to a
limited partnership in his capacity as a partner.

(5) "Deliver" or "delivery" means any method of delivery used in
conventional commercial practice including delivery by hand, mail,
commercial delivery and electronic transmission.

(6) "Document" includes anything delivered to the office of the
Secretary of the State for filing under sections 34-9 to 34-38u, inclusive,
as amended by this act.
(7) "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval and reproduction of information by the recipient.

[5] (8) "Event of withdrawal of a general partner" means an event that causes a person to cease to be a general partner as provided in section 34-28.

[6] (9) "Foreign limited partnership" means a partnership formed under the laws of any state other than this state and having as partners one or more general partners and one or more limited partners.

[7] (10) "General partner" means a person who has been admitted to a limited partnership as a general partner in accordance with the partnership agreement and named in the certificate of limited partnership as a general partner.

[8] (11) "Interests" means the proprietary interests in an other entity.

[9] (12) "Limited partner" means a person who has been admitted to a limited partnership as a limited partner in accordance with the partnership agreement.

[10] (13) "Limited partnership" and "domestic limited partnership" means a partnership formed by two or more persons under the provisions of this chapter and having one or more general partners and one or more limited partners.


[12] (15) "Organizational documents" means the basic document or documents that create, or determine the internal governance of, an other entity.
"Other entity" means any association or legal entity, other than a domestic or foreign limited partnership, organized to conduct business, including, but not limited to, a corporation, general partnership, limited liability partnership, limited liability company, joint venture, joint stock company, business trust, statutory trust and real estate investment trust.

"Partner" means a limited or general partner.

"Partnership agreement" means any valid agreement, written or oral, of the partners as to the affairs of a limited partnership and the conduct of its business.

"Partnership interest" means a partner's share of the profits and losses of a limited partnership and the right to receive distributions of partnership assets.

"Party to a consolidation" means any domestic or foreign limited partnership or other entity that will consolidate under a plan of consolidation.

"Party to a merger" means any domestic or foreign limited partnership or other entity that will merge under a plan of merger.

"Person" means a natural person, partnership, limited partnership, foreign limited partnership, trust, estate, association, limited liability company or corporation.

"Plan of merger" means a plan entered into pursuant to section 34-33a.

"Plan of consolidation" means a plan entered into pursuant to section 34-33b.

"Sign" or "signature" includes any manual, facsimile, conformed or electronic signature.
“State” means a state, territory, or possession of the United States, the District of Columbia or the Commonwealth of Puerto Rico.

“Survivor” means, in a merger or consolidation, the limited partnership or other entity into which one or more other limited partnerships or other entities are merged or consolidated.

Sec. 9. Section 34-10b of the general statutes is repealed and the following is substituted in lieu thereof (Effective January 1, 2011):

(a) A signed copy of the certificate of limited partnership and of any certificates of amendment or cancellation or of any judicial decree of amendment or cancellation or of any certificate of merger or consolidation, or notice or any other document permitted or required to be filed pursuant to this chapter for a limited partnership, shall be delivered to the Secretary of the State. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of his authority as a prerequisite to filing. Unless the Secretary of the State finds that any certificate does not conform to law, upon receipt of all filing fees required by law he shall:

(1) Endorse on each copy the word "Filed" and the day, month and year of the filing thereof; and

(2) File a signed copy in his office.

(b) Upon the filing of a certificate of amendment or judicial decree of amendment in the office of the Secretary of the State, the certificate of limited partnership shall be amended as set forth therein, and upon the effective date of a certificate of cancellation, or a judicial decree thereof or a certificate of merger or consolidation which acts as a certificate of cancellation, the certificate of limited partnership is cancelled.

(c) When any document is required or permitted to be filed or recorded as provided in sections 34-9 to 34-38u, inclusive, as amended
by this act, the Secretary of the State may, in the Secretary of the State's
discretion, for good cause, permit a photostatic or other photographic
copy of such document to be filed or recorded in lieu of the original
instrument. Such filing or recording shall have the same force and
effect as if the original instrument had been so filed or recorded.

(d) The Secretary of the State may require or permit the filing by
electronic transmission or by employing new technology as it is
developed of any document that is required by law or regulation
under sections 34-9 to 34-38u, inclusive, as amended by this act, to be
filed with the Secretary of the State.

Sec. 10. Section 34-13e of the general statutes is repealed and the
following is substituted in lieu thereof (Effective January 1, 2011):

(a) On and after January 1, 1996, each limited partnership shall file
an annual report with the Secretary of the State that shall be due upon
the anniversary of the formation of the limited partnership. On and
after January 1, 2011, each limited partnership shall file an annual
report by electronic transmission on or after January first and prior to
May first. Upon request of a limited partnership, the Secretary of the
State may grant an exemption from the requirement to file an annual
report by electronic transmission if the limited partnership does not
have the capability to file by electronic transmission or make payment
in an authorized manner by electronic means or if other good cause is
shown.

(b) Each annual report shall set forth: (1) The name of the limited
partnership; [and] (2) the address of the office of the limited
partnership required to be maintained by section 34-13b; and (3) the
electronic mail address, if any, of the limited partnership.

(c) Each annual report shall be executed in accordance with section
34-10a and be accompanied by the filing fee established in section 34-
38n. The Secretary of the State shall [mail] deliver to each limited
partnership at [its] the address of the office required to be maintained
Sec. 11. Section 34-38s of the general statutes is repealed and the following is substituted in lieu thereof (Effective January 1, 2011):

(a) On and after January 1, 1996, each foreign limited partnership registered to transact business in this state shall file an annual report with the Secretary of the State that shall be due upon the anniversary of the registration of such foreign limited partnership pursuant to section 34-38g. On and after January 1, 2011, each foreign limited partnership shall file an annual report by electronic transmission on or after January first and prior to May first. Upon request of a foreign limited partnership, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the foreign limited partnership does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(b) Each annual report shall set forth: (1) The name of the foreign limited partnership and, if different, the name under which such foreign limited partnership transacts business in this state; [and] (2) the address of the office required to be maintained in the state or other jurisdiction of the foreign limited partnership’s organization by the laws of that state or jurisdiction or, if not so required, the address of its principal office; and (3) the electronic mail address, if any, of the foreign limited partnership.

(c) Each annual report shall be executed in accordance with section 34-10a and be accompanied by the filing fee established in section 34-38n. The Secretary of the State shall [mail] deliver to each foreign
limited partnership at its principal office or its electronic mail address, as last shown by his records, [a form prescribed by him for the annual report] notice that the annual report is due, but failure to receive such [form] notice shall not relieve a foreign limited partnership of the requirement of filing the report as provided in this section.

Sec. 12. Section 34-101 of the general statutes is repealed and the following is substituted in lieu thereof (Effective January 1, 2011):

As used in sections 34-100 to 34-242, inclusive, as amended by this act, unless the context otherwise requires:

1. "Address" means a location as described by the full street number, if any, street, city or town, state or county and not a mailing address such as a post office box.

2. "Articles of organization" means articles filed under section 34-121, and those articles as amended or restated.

3. "Corporation" means a corporation formed under the laws of this state or a foreign corporation.

4. "Court" includes every court having jurisdiction in the case.

5. "Deliver" or "delivery" means any method of delivery used in conventional commercial practice including delivery by hand, mail, commercial delivery and electronic transmission.

6. "Document" includes anything delivered to the office of the Secretary of the State for filing under sections 34-100 to 34-242, inclusive, as amended by this act.

7. "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval and reproduction of information by the recipient, [and which does not directly involve the physical transfer of paper.]
"Event of dissociation" means an event that causes a person to cease to be a member, as provided in section 34-180.

"Foreign corporation" means a corporation formed under the laws of any state other than this state or under the laws of any foreign country.

"Foreign limited liability company" means an entity that is:
(A) Organized under the laws of a state other than the laws of this state or under the laws of any foreign country; (B) organized under a statute pursuant to which an entity denominated as a limited liability company may be formed that affords to each of its members limited liability with respect to the liabilities of the entity; and (C) is not required to be registered or organized under any statute of this state other than sections 34-100 to 34-242, inclusive, as amended by this act.

"Foreign limited partnership" means a limited partnership formed under the laws of any state other than this state or under the laws of any foreign country.

"Limited liability company" or "domestic limited liability company" means an organization having one or more members that is formed under sections 34-100 to 34-242, inclusive, as amended by this act.

"Limited liability company membership interest" or "interest" or "interest in the limited liability company" means a member's share of the profits and losses of the limited liability company and a member's right to receive distributions of the limited liability company's assets, unless otherwise provided in the operating agreement.

"Limited partnership" means a limited partnership formed under the laws of this state or a foreign limited partnership.

"Manager" or "managers" means, with respect to a limited
liability company that has set forth in its articles of organization that it is to be managed by managers, the person or persons designated in accordance with section 34-140.

[(14)] (16) "Member" or "members" means a person or persons who have been admitted to membership in a limited liability company as provided in section 34-179 and who have not disassociated from the limited liability company as provided in section 34-180.

[(15)] (17) "Operating agreement" means any agreement, written or oral, as to the conduct of the business and affairs of a limited liability company, which is binding upon all of the members.

[(16)] (18) "Organizational documents" means the basic document or documents that create, or determine the internal governance of, an other entity.

[(17)] (19) "Organizer" or "organizers" means any member or members or any other person or persons who files or file the articles of organization as provided in section 34-120.

[(18)] (20) "Other entity" means any association or legal entity, other than a domestic or foreign limited liability company, organized to conduct business, including, but not limited to, a corporation, general partnership, limited liability partnership, limited partnership, joint venture, joint stock company, business trust, statutory trust and real estate investment trust.

[(19)] (21) "Party to a consolidation" means any domestic or foreign limited liability company or other entity that will consolidate under a plan of consolidation.

[(20)] (22) "Party to a merger" means any domestic or foreign limited liability company or other entity that will merge under a plan of merger.

[(21)] (23) "Person" means an individual, a general partnership, a
limited partnership, a domestic or foreign limited liability company, a
trust, an estate, an association, a corporation or any other legal or
commercial entity.

[(22)] [(24)] "Plan of merger" or "plan of consolidation" means a plan
entered into pursuant to section 34-195.

[(23)] [(25)] "Professional service" means any type of service to the
public that requires that members of a profession rendering such
service obtain a license or other legal authorization as a condition
precedent to the rendition thereof, limited to the professional services
rendered by dentists, natureopaths, chiropractors, physicians and
surgeons, doctors of dentistry, physical therapists, occupational
therapists, podiatrists, optometrists, nurses, nurse-midwives,
veterinarians, pharmacists, architects, professional engineers, or jointly
by architects and professional engineers, landscape architects, real
estate brokers, insurance producers, certified public accountants and
public accountants, land surveyors, psychologists, attorneys-at-law,
licensed marital and family therapists, licensed professional
counselors, licensed or certified alcohol and drug counselors and
licensed clinical social workers.

[(24)] [(26)] "Sign" or "signature" includes any manual, facsimile or
conformed or electronic signature.

[(25)] [(27)] "State" means a state, territory or possession of the United
States, the District of Columbia or the Commonwealth of Puerto Rico.

[(26)] [(28)] "Survivor" means, in a merger or consolidation, the
limited liability company or other entity into which one or more other
limited liability companies or other entities are merged or
consolidated.

Sec. 13. Section 34-106 of the general statutes is repealed and the
following is substituted in lieu thereof (Effective January 1, 2011):
(a) Each limited liability company shall file an annual report with the Secretary of the State which report shall be due upon the anniversary of the filing of a limited liability company's articles of organization pursuant to section 34-120. On and after January 1, 2011, each limited liability company shall file an annual report by electronic transmission on or after January first and prior to May first. Upon request of a limited liability company, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the limited liability company does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(b) Such reporting requirement shall commence on or after January 1, 1995, and continue annually thereafter.

(c) Each annual report shall set forth: (1) The name of the limited liability company; (2) the limited liability company's current principal office address; [and] (3) the electronic mail address, if any, of the limited liability company; and (4) the name and respective business and residence addresses of a manager or a member of the limited liability company, except that if good cause is shown, the Secretary of the State may accept a business address in lieu of the business and residence addresses of such manager or member. For the purposes of this subsection and subsection (d) of this section, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence address of the manager or member of the limited liability company may expose the personal security of such manager or member to significant risk.

(d) If the manager or member named in a limited liability company's most current annual report pursuant to subsection (c) of this section is replaced for such purpose by another manager or member after the limited liability company has filed such annual report, but not later than thirty days preceding the month during
which the limited liability company's next annual report becomes due, the limited liability company shall file with the Secretary of the State an interim notice of change of manager or member that sets forth: (1) The name of the limited liability company; and (2) the name, title and respective business and residence addresses of the new manager or member and the name and title of the former manager or member, except that if good cause is shown, the Secretary of the State may accept a business address in lieu of the business and residence addresses of the new manager or member. Any such change of manager or member that occurs within the thirty-day period preceding the month during which the limited liability company's next annual report becomes due shall be reflected in such next annual report.

(e) Each annual report shall be executed in accordance with section 34-109 and be accompanied by the filing fee established in section 34-112. The Secretary of the State shall deliver to each limited liability company at its principal office or electronic mail address, as shown on his records, [a form prescribed by him for the annual report] notice that the annual report is due, but failure to receive such [form] notice shall not relieve a limited liability company of the requirement of filing the report as provided in this section.

Sec. 14. Section 34-110 of the general statutes is repealed and the following is substituted in lieu thereof (Effective January 1, 2011):

(a) The original signed copy of the articles of organization or any other document required to be filed pursuant to sections 34-100 to 34-242, inclusive, as amended by this act, shall be delivered to the Secretary of the State. The articles of organization or any other document required to be filed shall be typewritten or printed or, if authorized by the Secretary of the State, electronically transmitted, in a format that can be retrieved or reproduced in typewritten or printed form. Unless the Secretary of the State determines that the document does not conform to the filing provisions of said sections, the Secretary of the State shall, when all required filing fees have been paid: (1)
Endorse on each signed document "filed" and the date and time of its acceptance for filing; and (2) retain the signed document in the Secretary of the State's files.

(b) When any document is required or permitted to be filed or recorded as provided in sections 34-100 to 34-242, inclusive, as amended by this act, the Secretary of the State may, in the Secretary of the State's discretion, for good cause, permit a photostatic or other photographic copy of such document to be filed or recorded in lieu of the original instrument. Such filing or recording shall have the same force and effect as if the original instrument had been so filed or recorded.

(c) The Secretary of the State may require or permit the filing by electronic transmission or by employing new technology as it is developed of any document that is required by law or regulation under sections 34-100 to 34-242, inclusive, as amended by this act, to be filed with the Secretary of the State.

[(c)] (d) If the Secretary of the State determines that the document does not conform to the filing provisions of sections 34-100 to 34-242, inclusive, as amended by this act, or is not accompanied by all fees required by law, the document shall not be filed and the Secretary of the State shall return the document to the person originally submitting it.

Sec. 15. Section 34-229 of the general statutes is repealed and the following is substituted in lieu thereof (Effective January 1, 2011):

(a) A foreign limited liability company registered to transact business in this state shall file an annual report in the office of the Secretary of the State which report shall be due upon the anniversary of such foreign limited liability company's registration pursuant to section 34-223. On and after January 1, 2011, each foreign limited liability company shall file an annual report by electronic transmission on or after January first and prior to May first. Upon request of a
foreign limited liability company, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the foreign limited liability company does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(b) Such reporting requirement shall commence on and after January 1, 1995, and continue annually thereafter.

(c) Each annual report shall set forth: (1) The name of the foreign limited liability company and, if different, the name under which such foreign limited liability company transacts business in this state; (2) the address of the office required to be maintained in the state or other jurisdiction of the foreign limited liability company’s organization by the laws of that state or jurisdiction or, if not so required, the address of its principal office; [and] (3) the electronic mail address, if any, of the foreign limited liability company; and (4) the name and respective business and residence addresses of a manager or a member of the foreign limited liability company, except that if good cause is shown, the Secretary of the State may accept a business address in lieu of the business and residence addresses of such manager or member. For the purposes of this subsection and subsection (d) of this section, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence address of the manager or member of the foreign limited liability company may expose the personal security of such manager or member to significant risk.

(d) If the manager or member named in a foreign limited liability company’s most current annual report pursuant to subsection (c) of this section is replaced for such purpose by another manager or member after the foreign limited liability company has filed such annual report, but not later than thirty days preceding the month during which the foreign limited liability company’s next annual report becomes due, the foreign limited liability company shall file
with the Secretary of the State an interim notice of change of manager
or member that sets forth: (1) The name of the foreign limited liability
company; and (2) the name, title and respective business and residence
addresses of the new manager or member and the name and title of the
former manager or member, except that if good cause is shown, the
Secretary of the State may accept a business address in lieu of the
business and residence addresses of the new manager or member. Any
such change of manager or member that occurs within the thirty-day
period preceding the month during which the foreign limited liability
company’s next annual report becomes due shall be reflected in such
next annual report.

(e) Each annual report shall be executed in accordance with section
34-109 and be accompanied by the filing fee established in section 34-
112. The Secretary of the State shall [mail] deliver to each foreign
limited liability company at its principal office or electronic mail
address, as shown on his records, [a form prescribed by him for the
annual report] notice that the annual report is due, but failure to
receive such [form] notice shall not relieve a foreign limited liability
company of the requirement of filing the report as provided in this
section.

Sec. 16. Section 34-301 of the general statutes is repealed and the
following is substituted in lieu thereof (Effective January 1, 2011):

As used in sections 34-300 to [34-399] 34-434, inclusive, as amended
by this act:

(1) "Business" includes every trade, occupation and profession.

(2) "Debtor in bankruptcy" means a person who is the subject of: (A)
An order for relief under Title 11 of the United States Code or a
comparable order under a successor statute of general application; or
(B) a comparable order under federal, state or foreign law governing
insolvency.
(3) "Deliver" or "delivery" means any method of delivery used in conventional commercial practice including delivery by hand, mail, commercial delivery and electronic transmission.

[(3)] (4) "Distribution" means a transfer of money or other property from a partnership to a partner in the partner's capacity as a partner or to the partner's transferee.

(5) "Document" includes anything delivered to the office of the Secretary of the State for filing under sections 34-300 to 34-434, inclusive, as amended by this act.

(6) "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval and reproduction of information by the recipient.

[(4)] (7) "Foreign registered limited liability partnership" includes a partnership formed pursuant to an agreement governed by the laws of any state other than this state and registered or denominated as a registered limited liability partnership or limited liability partnership under the laws of such other state.

[(5)] (8) "Interests" means the proprietary interests in an other entity.

[(6)] (9) "Merger" means a business combination pursuant to section 34-388.

[(7)] (10) "Organizational documents" means the basic document or documents that create, or determine the internal governance of, an other entity.

[(8)] (11) "Other entity" means any association or legal entity, other than a domestic or foreign partnership, organized to conduct business, including, but not limited to, a corporation, limited partnership, limited liability partnership, limited liability company, joint venture, joint stock company, business trust, statutory trust and real estate
investment trust.

"Partnership" means an association of two or more persons to carry on as co-owners a business for profit formed under section 34-314, predecessor law or comparable law of another jurisdiction, and includes for all purposes of the laws of this state a registered limited liability partnership.

"Partnership agreement" means the agreement, whether written, oral or implied, among the partners concerning the partnership, including amendments to the partnership agreement.

"Partnership at will" means a partnership in which the partners have not agreed to remain partners until the expiration of a definite term or the completion of a particular undertaking.

"Partnership interest" or "partner's interest in the partnership" means all of a partner's interests in the partnership, including the partner's transferable interest and all management and other rights.

"Party to a merger" means any domestic or foreign partnership or other entity that will merge under a plan of merger.

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

"Plan of merger" means a plan entered into pursuant to section 34-388.

"Property" means all property, real, personal or mixed, tangible or intangible, or any interest therein.

"Registered limited liability partnership" includes a partnership formed pursuant to an agreement governed by the laws of
this state, registered under section 34-419, and complying with sections 34-406 and 34-420, as amended by this act.

(21) "Sign" or "signature" includes any manual, facsimile, conformed or electronic signature.

[(18) (22) "State" means a state of the United States, the District of Columbia, the Commonwealth of Puerto Rico or any territory or insular possession subject to the jurisdiction of the United States.

[(19) (23) "Statement" means a statement of partnership authority under section 34-324, a statement of denial under section 34-325, a statement of dissociation under section 34-365, a statement of dissolution under section 34-376, a statement of merger under section 34-390, or an amendment or cancellation of any of the foregoing.

[(20) (24) "Survivor" in a merger means the partnership or other entity into which one or more other partnerships or other entities are merged or consolidated. A survivor of a merger may preexist the merger or be created by the merger.

[(21) (25) "Transfer" includes an assignment, conveyance, lease, mortgage, deed and encumbrance.

Sec. 17. Section 34-411 of the general statutes is repealed and the following is substituted in lieu thereof (Effective January 1, 2011):

(a) The original signed copy of a certificate of limited liability partnership of a registered limited liability partnership or the certificate of authority of a foreign registered limited liability partnership or of any other document required to be filed pursuant to sections 34-300 to 34-434, inclusive, as amended by this act, shall be delivered to the Secretary of the State. Unless the Secretary of the State determines that the documents do not conform to the filing provisions of said sections, he shall, when all required filing fees have been paid:

(1) Endorse on each signed original "filed" and the date and time of its delivery.
acceptance for filing; and (2) retain the signed original in his files.

(b) When any document is required or permitted to be filed or recorded as provided in sections 34-300 to 34-434, inclusive, as amended by this act, the Secretary of the State may, in the Secretary of the State's discretion, for good cause, permit a photostatic or other photographic copy of such document to be filed or recorded in lieu of the original instrument. Such filing or recording shall have the same force and effect as if the original instrument had been so filed or recorded.

(c) The Secretary of the State may require or permit the filing by electronic transmission or by employing new technology as it is developed of any document that is required by law or regulation under sections 34-300 to 34-434, inclusive, as amended by this act, to be filed with the Secretary of the State.

[(b)] (d) If the Secretary of the State determines that the documents do not conform to the filing provisions of sections 34-300 to 34-434, inclusive, as amended by this act, or are not accompanied by all fees required by law, the documents shall not be filed and the Secretary of the State shall return the documents to the person originally submitting them.

Sec. 18. Section 34-420 of the general statutes is repealed and the following is substituted in lieu thereof (Effective January 1, 2011):

(a) Each registered limited liability partnership shall file an annual report with the Secretary of the State, which report shall be due upon the anniversary of the filing of a certificate of limited liability partnership pursuant to section 34-419. On and after January 1, 2011, each registered limited liability partnership shall file an annual report by electronic transmission on or after January first and prior to May first. Upon request of a registered limited liability partnership, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the registered limited
liability partnership does not have the capability to file by electronic
transmission or make payment in an authorized manner by electronic
means or if other good cause is shown.

(b) Such reporting requirement shall commence on or after January
1, 1997, and continue annually thereafter.

(c) Each annual report shall set forth: (1) The name of the registered
limited liability partnership; [ , and] (2) the registered limited liability
partnership's current principal office address; and (3) the electronic
mail address, if any, of the registered limited liability partnership.

(d) Each annual report shall be executed in accordance with section
34-410 and be accompanied by the filing fee established in section 34-
413. The Secretary of the State shall [mail] deliver to each registered
limited liability partnership at its principal office or electronic mail
address, as shown on his records, [a form prescribed by him for the
annual report] notice that the annual report is due, but failure to
receive such [form] notice shall not relieve a registered limited liability
partnership of the requirement of filing the report as provided in this
section.

Sec. 19. Section 34-431 of the general statutes is repealed and the
following is substituted in lieu thereof (Effective January 1, 2011):

(a) A foreign registered limited liability partnership authorized to
transact business in this state shall file an annual report in the office of
the Secretary of the State which report shall be due upon the
anniversary of such foreign registered limited liability partnership's
certificate of authority pursuant to section 34-429, as amended by this
act. On and after January 1, 2011, each foreign registered limited
liability partnership shall file an annual report by electronic
transmission on or after January first and prior to May first. Upon
request of a foreign registered limited liability partnership, the
Secretary of the State may grant an exemption from the requirement to
file an annual report by electronic transmission if the foreign registered
limited liability partnership does not have the capability to file by
electronic transmission or make payment in an authorized manner by
electronic means or if other good cause is shown.

(b) Such reporting requirement shall commence on and after
January 1, 1997, and continue annually thereafter.

(c) Each annual report shall set forth: (1) The name of the foreign
registered limited liability partnership and, if different, the name
under which such foreign registered limited liability partnership
transacts business in this state; [and] (2) the address of the office
required to be maintained in the state or other jurisdiction of the
foreign registered limited liability partnership's organization by the
laws of that state or jurisdiction or, if not so required, the address of its
principal office; and (3) the electronic mail address, if any, of the
foreign registered limited liability partnership;

(d) Each annual report shall be executed in accordance with section
34-410, and be accompanied by the filing fee established in section 34-
413. The Secretary of the State shall [mail] deliver to each foreign
registered limited liability partnership at its principal office or
electronic mail address, as shown on his records, [a form prescribed by
him for the annual report] notice that the annual report is due, but
failure to receive such [form] notice shall not relieve a foreign
registered limited liability partnership of the requirement of filing the
report as provided in this section.

Sec. 20. Section 34-501 of the general statutes is repealed and the
following is substituted in lieu thereof (Effective January 1, 2011):

For purposes of sections 34-500 to 34-547, inclusive, as amended by
this act:

(1) "Beneficial owner" means any owner of a beneficial interest in a
statutory trust. Beneficial ownership shall be determined and
evidenced, whether by means of registration, the issuance of
certificates or otherwise, in accordance with the applicable provisions of the governing instrument of the statutory trust.

(2) "Statutory trust" or "domestic statutory trust" means an unincorporated association which (A) is created by a trust instrument under which property is or will be held, managed, administered, controlled, invested, reinvested or operated, or business or professional activities are carried on or will be carried on, by a trustee or trustees for the benefit of such person or persons as are or may become entitled to a beneficial interest in the trust property, including but not limited to a trust of the type known at common law as a "business trust" or "Massachusetts trust" or "grantor trust", or a trust qualifying as a real estate investment trust under Section 856 et seq., of the United States Internal Revenue Code of 1986, or any subsequent corresponding internal revenue code of the United States, as from time to time amended, or a trust qualifying as a real estate mortgage investment conduit under Section 860D of the United States Internal Revenue Code of 1986, or any subsequent corresponding internal revenue code of the United States, as from time to time amended, and (B) files a certificate of trust pursuant to section 34-503, as amended by this act. Any such association organized before or after October 1, 1997, shall be a statutory trust and a separate legal entity.

(3) "Document" includes anything delivered to the office of the Secretary of the State for filing under sections 34-500 to 34-547, inclusive, as amended by this act.

(4) "Foreign statutory trust" means any business trust, association or similar entity which is not organized under the laws of this state.

(5) "Governing instrument" means a trust instrument which creates a statutory trust and provides for the governance of the affairs of the statutory trust and the conduct of its business. A governing instrument: (A) May provide that a person shall become a beneficial
owner and shall become bound by the governing instrument if such
person, or a representative authorized by such person orally, in
writing or by other action such as payment for a beneficial interest,
complies with the conditions for becoming a beneficial owner set forth
in the governing instrument or any other writing and acquires a
beneficial interest; and (B) may consist of one or more agreements,
instruments or other writings and may refer to or incorporate bylaws
containing provisions relating to the business of the statutory trust, the
conduct of its affairs and its rights or powers or the rights or powers of
its trustees, beneficial owners, agents or employees.

[(5)] [(6) "Other business entity" means a corporation, a limited
liability company, a general or limited partnership, a limited liability
partnership, a common law trust or any other unincorporated
business.

[(6)] [(7) "Person" means a natural person, partnership, limited
partnership, limited liability partnership, limited liability company,
trust, estate, association, corporation, custodian, nominee or any other
individual or entity in its own or any representative capacity.

[(8) "Sign" or "signature" includes any manual, facsimile, conformed
or electronic signature.

[(7)] [(9) "Trustee" means the person or persons appointed as a
trustee in accordance with the governing instrument of a statutory
trust and may include one or more of the beneficial owners of the
statutory trust.

Sec. 21. Section 34-503 of the general statutes is repealed and the
following is substituted in lieu thereof (Effective January 1, 2011):

(a) Every statutory trust shall file [the original,] a signed copy of its
certificate of trust with the office of the Secretary of the State. The
certificate of trust shall set forth:
(1) A name of the statutory trust that satisfies the requirements of section 34-506;

(2) The future effective date, which shall be a date certain, of effectiveness of the certificate if it is not to be effective upon the filing of the certificate;

(3) The principal office address of the statutory trust;

(4) The appointment of a statutory agent for service of process, as required by section 34-507; and

(5) Any other information the trustees determine to include therein.

(b) (1) A certificate of trust may be amended by filing a certificate of amendment thereto with the office of the Secretary of the State. The certificate of amendment shall set forth: (A) The name of the statutory trust; (B) the date of filing of the initial certificate of trust; (C) the amendment to the certificate; and (D) the future effective date, which shall be a date certain, of effectiveness of the certificate if it is not to be effective upon the filing of the certificate.

(2) A certificate of trust may be amended at any time for any purpose as the trustees may determine, provided the certificate of trust as amended contains those provisions that are required by law to be contained in a certificate of trust at the time of making the amendment.

(c) (1) A certificate of trust may be restated by integrating into a single instrument all of the provisions of the certificate of trust which are then in effect and operative as a result of there having been theretofore filed one or more certificates of amendment pursuant to subsection (b) of this section, and the certificate of trust may be amended or further amended by the filing of a restated certificate of trust. The restated certificate of trust shall be specifically designated as such in its heading and shall set forth: (A) The present name of the statutory trust and, if it has been changed, the name under which the
statutory trust was originally formed; (B) the date of filing of the
[original] initial certificate of trust; (C) the information required to be
included pursuant to subsection (a) of this section; (D) the future
effective date, which shall be a date certain, of effectiveness of the
restated certificate of trust if it is not to be effective upon the filing of
the restated certificate of trust; and (E) any other information the
trustees determine to include therein.

(2) A certificate of trust may be restated at any time for any purpose
as the trustees may determine.

(d) A certificate of trust shall be cancelled upon the completion of
winding up of the statutory trust and its termination. A certificate of
cancellation shall be filed in the office of the Secretary of the State and
set forth: (1) The name of the statutory trust; (2) the date of filing of the
[original] initial certificate of trust; (3) the reason for filing the
certificate of cancellation; (4) the future effective date, which shall be a
date certain, of cancellation if it is not to be effective upon the filing of
the certificate; and (5) any other information the trustees determine to
include therein.

(e) When any document is required or permitted to be filed or
recorded as provided in sections 34-500 to 34-547, inclusive, as
amended by this act, the Secretary of the State may, in the Secretary of
the State's discretion, for good cause, permit a photostatic or other
photographic copy of such document to be filed or recorded in lieu of
the original instrument. Such filing or recording shall have the same
force and effect as if the original instrument had been so filed or
recorded.

[f] Unless the office of the Secretary of the State determines that
a document filed with it pursuant to this section does not conform to
law, it shall, when all required filing fees have been paid, endorse on
each signed [original of such] document the word "Filed" and the date
and time of its acceptance for filing and retain the [original] signed

Sec. 22. Section 34-429 of the general statutes is repealed and the following is substituted in lieu thereof (Effective January 1, 2011):

Before transacting business in this state, a foreign registered limited liability partnership shall file a certificate of authority with the Secretary of the State executed by a person with authority to do so under the laws of the state or other jurisdiction where it is registered as a registered limited liability partnership. The certificate of authority shall set forth: (1) The name of the partnership and, if different, the name under which it proposes to transact business in this state, either of which shall conform to the requirements of section 34-406; (2) the state or other jurisdiction where it is registered as a registered limited liability partnership and the date of its registration; (3) the name and address of the agent in this state for service of process required to be maintained by section 34-408 and an acceptance of such appointment signed by the agent appointed; (4) the address of the office required to be maintained in the state or other jurisdiction of its organization by the laws of that state or jurisdiction or, if not so required, of the principal office of the partnership; (5) a representation that the partnership is a "foreign registered limited liability partnership" as defined in subdivision (4) of section 34-301, as amended by this act; (6) a brief statement of the business in which the partnership engages; and (7) any other matters the partnership may determine to include.

Sec. 23. Section 34-531 of the general statutes is repealed and the following is substituted in lieu thereof (Effective January 1, 2011):

Before transacting business in this state, a foreign statutory trust shall register with the Secretary of the State. In order to register, a foreign statutory trust shall submit to the Secretary of the State an original signed copy of an application for registration as a foreign statutory trust executed by a person with authority to do so under the laws of the state or other jurisdiction of its formation. The application
shall set forth: (1) The name of the foreign statutory trust and, if
different, the name under which it proposes to transact business in this
state; (2) the state or other jurisdiction where formed, and date of its
organization; (3) the name and address of the agent in this state for
service of process on the foreign statutory trust required to be
maintained by section 34-532 and an acceptance of such appointment
signed by the agent appointed if other than the Secretary of the State;
(4) the address of the office required to be maintained in the state or
other jurisdiction of its organization by the laws of that state or
jurisdiction or, if not so required, of the principal office of the foreign
statutory trust; (5) a representation that the foreign statutory trust is a
"foreign statutory trust" as defined in subdivision (3) of section 34-
501, as amended by this act; and (6) the character of the business which
the statutory trust intends to transact in this state.

Sec. 24. Section 4a-60b of the general statutes is repealed and the
following is substituted in lieu thereof (Effective from passage):

(a) For the purposes of this section:

(1) "Reverse auction" means an on-line bidding process in which
qualified bidders or qualified proposers, anonymous to each other,
submit bids or proposals to provide goods, services or supplies
pursuant to an invitation to bid or request for proposals; [and]

(2) "Contracting agency" means a state agency with statutory
authority to award contracts for goods, services or supplies, or a
political subdivision of the state or school district; and

(3) "Services" means any (A) laundry and cleaning service, (B) pest
control service, (C) janitorial service, (D) security service, (E) rental,
repair or maintenance of equipment, machinery or other personal
property owned by the state, a political subdivision of the state or a
school district, (F) advertising, (G) photostating, (H) mimeographing,
or (I) other service arrangements, other than construction or
construction management services, where such services are provided

Comment [RDT23]: T1934--00--
0531---K;;;;;;
by persons other than employees of the state, a political subdivision of the state or a school district.

(b) Notwithstanding any provision of the general statutes, whenever a contracting agency determines that the use of a reverse auction is advantageous to the contracting agency and will ensure a competitive contract award, the contracting agency may use a reverse auction to award a contract for goods, services or supplies, in accordance with any applicable requirement of the general statutes and policies of the contracting agency. The contracting agency may contract with a third party to prepare and manage any such reverse auction.

Sec. 25. (Effective from passage) (a) For the purposes of this section, "lean techniques" means a method of improving administrative processes that (1) is based upon a focus on a customer service perspective that seeks to optimize value delivered to the public, (2) involves employees, the regulated community and the public in continual improvements and the finding of solutions, (3) uses a continual improvement framework that emphasizes rapid implementation rather than lengthy planning, (4) seeks to reduce the complexity of the process, and (5) uses metrics and visual controls to improve decision making and problem solving.

(b) There is established the Lean Government Steering Committee to develop a plan to implement lean techniques in state agencies. The Governor shall appoint five members of the business community who have experience with lean techniques as follows: One member from the banking industry, one member from the service sector, one member from the manufacturing sector, one member from the healthcare industry and one member from a collective bargaining unit. A representative from the Connecticut Center for Advanced Technology shall be a nonvoting member of said committee.

(c) All appointments to the committee shall be made not later than
thirty days after the effective date of this section. Any vacancy shall be filled by the appointing authority.

(d) The Secretary of the Office of Policy and Management, or a designee, shall serve as the chairperson of the committee. Such chairperson shall schedule the first meeting of the committee, which shall be held not later than thirty days after the effective date of this section.

(e) The Connecticut Center for Advanced Technology shall assist said committee to develop a plan for the implementation of lean techniques in state agencies, including, but not limited to, which agencies should implement lean techniques first, which processes should be made more efficient, a method for such implementation and the goals of such implementation.

(f) Not later than sixty days after the effective date of this section, the committee shall submit a report on its findings and recommendations to the Governor, the speaker of the House of Representatives, the president pro tempore of the Senate and the joint standing committee of the General Assembly having cognizance of matters relating to government administration, in accordance with the provisions of section 11-4a of the general statutes.

Sec. 26. (Effective from passage) One hundred thousand dollars of the money appropriated to the Department of Economic and Community Development for the CCAT-CT Manufacturing Supply Chain account in section 11 of public act 09-3 of the June special session, as amended by section 79 of public act 09-5, section 58 of public act 09-6, sections 3 and 104 of public act 09-7 of the September special session and section 1 of public act 10-3, shall be used by the Connecticut Center for Advanced Technology, for the fiscal year ending June 30, 2011, to provide assistance to the Lean Government Steering Committee in accordance with section 25 of this act.

Sec. 27. (Effective February 1, 2011) (a) The Department of
Administrative Services shall provide personnel, payroll, affirmative action and business office functions of the following state agencies, in accordance with section 60 of public act 05-251: The Office of the Chief Medical Examiner, Connecticut State Library, Division of Special Revenue, Department of Economic and Community Development and Military Department. The personnel, payroll, affirmative action and business office functions of such agencies shall be merged and consolidated within the Department of Administrative Services.

(b) Notwithstanding the provisions of subsections (a) to (d), inclusive, of section 4-85 of the general statutes, the Governor may, with the approval of the Finance Advisory Committee, modify or reduce requisitions for allotments, revise the total number of positions which may be filled by any state agency during the fiscal years ending June 30, 2011, and June 30, 2012, and transfer funds and positions to the Department of Administrative Services, in order to consolidate personnel, payroll, affirmative action and business office functions as determined by subsection (a) of this section. In the event there are filled positions in excess of the work requirements resulting from the efficiencies created from the merger, individuals will be transferred to funded vacancies in other agencies in the same or comparable classifications.

Sec. 28. Section 2-13 of the general statutes is repealed and the following is substituted in lieu thereof (Effective from passage):

(a) The clerk of either house may employ such number of qualified persons as are necessary to make a record of the proceedings in the Senate and the House of Representatives and to transcribe the same without unnecessary delay. [A] An electronic copy of such record of each day's proceedings shall be [filed in the State Library within] posted on the Internet web site of the General Assembly not later than two days after the transcript has been completed. [and shall be available to the public.]
(b) The clerks of the Senate and House shall, during sessions of the General Assembly, publish at such times during the session, as may be determined by said clerks, a legislative record index which shall report the status of each bill and resolution pending in or acted upon by the General Assembly. Said clerks shall make copies of the legislative record index available to representatives of the press, the State Library, the Governor, the Secretary of the State, the Attorney General and such other persons as the speaker of the House or the president of the Senate may designate post the legislative record index on the Internet web site of the General Assembly.

Sec. 29. Section 2-23 of the general statutes is repealed and the following is substituted in lieu thereof (Effective from passage):

The Joint Committee on Legislative Management [shall] may provide by contract, purchase or lease a process for the reproduction of copies of each bill and each resolution proposing an amendment to the Constitution and other substantive resolutions introduced in both houses, the calendars and journals of both houses and other legislative publications, in number sufficient to supply the needs of the legislature and the public. Such reproduction shall be under the supervision of the clerks of the Senate and the House. To carry out the provisions of this section, said committee [is authorized to] may hire necessary personnel and acquire supplies and equipment. The Joint Committee on Legislative Management [shall] may set aside in a building under the supervision and control of the Joint Committee on Legislative Management a room for use as a legislative bill room for distribution of copies under the supervision of the clerks of the Senate and House. The clerks of the Senate and House [shall] may, during each session of the General Assembly, keep copies of all bills and resolutions reproduced as above provided, in such room, for the convenience of the members of the legislature and the public. [A file of such] An electronic copy of such bills and resolutions and the records of hearings of committees and the proceedings of each house, suitably indexed, shall be [kept] available in the State Library for public
inspection, and the clerks of the Senate and House shall furnish copies of electronically submit such bills and resolutions for this purpose. The State Librarian is authorized to hire not more than two additional employees and to secure supplies and equipment necessary to make said index. [Copies of bills] An electronic copy of bills and resolutions [printed] created after favorable report by a committee or the amendment on the third reading, i.e., files, [not needed by members of the General Assembly or for other official use shall be delivered to the legislative bill room for distribution. After adjournment of the General Assembly, distribution of such bills, resolutions and files shall be made from the office of the clerks] shall be posted on the Internet web site of the General Assembly. [To carry out the provisions of this section, said clerks are authorized to hire additional employees for distribution of such copies. The public may obtain copies of bills, resolutions, journals, bulletins, legislative indexes and other legislative publications by calling for the same at the State Capitol or the Legislative Office Building, provided the clerks may, in their discretion, limit the number of copies to be furnished to any one person and may, with the approval of the committee, fix reasonable charges for furnishing copies in quantities which the clerks believe cannot be furnished free of charge without undue expense to the state. The clerks shall, at the request of the chief executive officer of any town, city or borough, send by first class mail one copy of each legislative bulletin and of the legislative record index to such office of such municipality as such chief executive officer shall designate. Copies] Electronic copies of engrossed bills and resolutions shall be [distributed from the Legislative Commissioners' Office] posted on the Internet web site of the General Assembly.

Sec. 30. Section 2-24 of the general statutes is repealed and the following is substituted in lieu thereof (Effective from passage):

The words "State of Connecticut" shall be printed at the head of each bill and document printed by order of the General Assembly, or either house thereof, and on its title page or cover, if any. Before printed,
electronic or photographic copies of an original bill are made, the bill shall be endorsed with (1) the date of its introduction; (2) its number; (3) the name of the member or committee introducing it; and (4) the name of the committee to which it was referred. Copies of bills or resolutions printed after favorable report by a committee or reprinted after amendment on the third reading, i.e., files, shall bear the file number of such bill or resolution, placed conspicuously at the head of the same, which file number shall be assigned by the printer in the order printed, the number and title of the bill, the name of the committee to which it was referred, the date and nature of the committee's report, and, in any case where the bill, if passed, would require the expenditure of state or municipal funds or affect state or municipal revenue, a fiscal note, including an estimate of the cost or of the revenue impact shall be appended thereto. When a bill or resolution is accompanied with a report of a committee, other than a recommendation that it ought or ought not to pass, it shall then have an additional endorsement, as follows: "Accompanied by special report, No.-". Bills shall be designated in the [printed] calendar of each house by their file numbers, as well as by the titles and numbers of the bills:

Sec. 31. Section 2-26 of the general statutes is repealed and the following is substituted in lieu thereof (Effective from passage):

At each regular or special session of the General Assembly no bill shall be passed or become a law unless it has been [printed] posted on the Internet web site of the General Assembly in its final form, as prescribed by section 2-24, as amended by this act, with the exception of germane amendments, [and upon the desks of the members] at least two legislative days prior to its final passage, unless the president pro tempore of the Senate and the speaker of the House of Representatives have certified, in writing, the facts which in their opinion necessitate an immediate vote on such bill, in which case it shall nevertheless be [upon the desks of the members] posted on said web site in final form, accompanied by the fiscal note required by section 2-24, as amended
Sec. 32. Section 2-49 of the general statutes is repealed and the following is substituted in lieu thereof (Effective from passage):

Within three months after the adjournment of each General Assembly, the clerk of the Senate and the clerk of the House of Representatives shall prepare a full and accurate alphabetical subject-index to the journals, and shall cause [to be printed three hundred seventy-five copies] an electronic copy to be made of each of said journals with the index. One printed copy of each journal so indexed shall be certified by the clerk of the Senate or the clerk of the House, as the case may be, to be a true record of the proceedings of such house and shall be deposited in the office of the secretary as the official journal thereof. They shall [cause to be transmitted] transmit an electronic copy of each journal directly to the secretary [fifty copies of each journal, to the State Library fifty copies, to each incorporated or associated library in the state requesting the same and to each county bar library, one copy, and to each state officer, to each member of the General Assembly, one copy and to each town, at the request of the town clerk of such town, one copy, and the remainder shall be deposited with the secretary, who, upon receiving the certified copies as above provided,] and shall post a copy of each journal on the Internet web site of the General Assembly. Upon the posting of the electronic copies of each journal with the index, the Secretary shall certify to the Comptroller that said journals have been indexed and [distributed] posted in accordance with this section; and the Comptroller shall thereupon draw his order on the Treasurer in favor of the persons whose duty it is to index and distribute the same, for the sum of three hundred dollars each for their services and expenses.

Sec. 33. Section 11-4a of the general statutes is repealed and the following is substituted in lieu thereof (Effective from passage):
Each commission, task force or committee appointed by the Governor or the General Assembly, or both, and required to report its findings and recommendations, and each state agency which submits a report to the General Assembly or any committee of the General Assembly, shall submit its report electronically to the clerks of the Senate and the House of Representatives, [and shall file with the State Librarian as many copies of such report as the commission, task force, committee or agency and the librarian jointly deem appropriate, and one copy with] the State Librarian and the Office of Legislative Research.

Sec. 34. Section 2-110 of the general statutes is repealed and the following is substituted in lieu thereof (Effective from passage):

(a) There is established a Commission on Innovation and Productivity for State Government. The commission shall be composed as follows: The chairpersons of the Legislative Program Review and Investigations Committee, the chairpersons and ranking members of the joint standing committees of the General Assembly having cognizance of matters relating to appropriations and the budgets of state agencies and government administration, the Secretary of the Office of Policy and Management and the Commissioner of Administrative Services; ten persons appointed by the Governor, two of whom shall represent the State Employees’ Bargaining Agent Coalition (SEBAC), two of whom shall represent the business community and two of whom shall represent the State Managers Association of Connecticut; and six members appointed as follows: One appointed by the president pro tempore of the Senate, one appointed by the majority leader of the Senate, one appointed by the minority leader of the Senate, one appointed by the speaker of the House of Representatives, one appointed by the majority leader of the House of Representatives and one appointed by the minority leader of the House of Representatives. Appointments by legislative leaders may be public members or legislators. The Governor shall appoint a cochairperson who is not a legislator from among the members.
appointed by him. The other cochairperson shall be a legislator elected by the legislative members of the commission at its first meeting. All appointments shall be made on or before July 15, 1993. The cochairperson appointed by the Governor shall convene the first meeting on or before July 31, 1993.

(b) The commission shall recommend innovations for the improvements of cost-effectiveness and efficiency in state government. It shall examine ways to increase state government productivity, reduce costs and provide the highest quality services. The commission shall report its findings and recommended innovations to the Governor and the General Assembly not later than February 1, 1994, and annually thereafter, in accordance with the provisions of section 11-4a, as amended by this act. The innovations shall include recommendations for the reduction of expenditures of at least ten million dollars for each of the two fiscal years succeeding the fiscal year in progress. On and after October 1, 1996, the report shall be submitted to the joint standing committees of the General Assembly having cognizance of matters relating to appropriations and budgets of state agencies and government administration and, upon request, to any member of the General Assembly. A summary of the report shall be electronically submitted to each member of the General Assembly if the summary is two pages or less and a notification of the report shall be electronically submitted to each member if the summary is more than two pages. Submission shall be by [mailing] electronically sending the report, summary or notification to [the legislative address of] each member of the committees or the General Assembly, as applicable.

Sec. 35. Subsection (b) of section 17b-369 of the 2010 supplement to the general statutes is repealed and the following is substituted in lieu thereof (Effective from passage):

(b) (1) The Commissioner of Social Services shall submit, in accordance with this subdivision, a copy of any report on the Money

Comment [SAM31]: 02--00--0110---
Follows the Person demonstration project that the commissioner is required to submit to the Secretary of Health and Human Services and that pertains to (A) the status of the implementation of the Money Follows the Person demonstration project, (B) the anticipated date that the first eligible person or persons will be transitioned into the community, or (C) information concerning when and how the Department of Social Services will transition additional eligible persons into the community. The commissioner shall submit any such report to the joint standing committee of the General Assembly having cognizance of matters relating to human services and to the select committee of the General Assembly having cognizance of matters relating to aging, in accordance with the provisions of section 11-4a, as amended by this act. Copies of reports prepared prior to October 1, 2009, shall be submitted by said date and copies of reports prepared thereafter shall be submitted semiannually.

(2) After October 1, 2009, if the commissioner has not prepared any new reports for submission to the Secretary of Health and Human Services for any six-month submission period under subdivision (1) of this subsection, the commissioner shall prepare and submit a written report in accordance with this subdivision to the joint standing committee of the General Assembly having cognizance of matters relating to human services and to the select committee of the General Assembly having cognizance of matters relating to aging, in accordance with the provisions of section 11-4a, as amended by this act. Such report shall include (A) the status of the implementation of the Money Follows the Person demonstration project, (B) the anticipated date that the first eligible person or persons will be transitioned into the community, and (C) information concerning when and how the Department of Social Services will transition additional eligible persons into the community.

Sec. 36. (NEW) (Effective from passage) (a) For the purposes of this section, "state employee" means any employee in the executive, legislative or judicial branch of state government, whether in the...
classified or unclassified service and whether full or part-time and any employee of a quasi-public agency, (2) "salary" has the same meaning as in section 5-154 of the general statutes, (3) "pay card" means a card issued by an employer or its payroll service provider to its employee that is linked to a payroll card account and credited with the employee's wages at the close of a pay period; and (4) "pay card system" means an electronic pay arrangement where an employee's wages are credited on a recurring basis to a payroll card account directly or indirectly established by the employer on behalf of the employee that is subject to withdrawal charges and fees and where withdrawals may be made using a pay card at automated teller machines or point of sale terminals.

(b) Unless otherwise requested by the employee, the Comptroller shall make any payment of salary to a state employee by electronic direct deposit to the account in a bank, Connecticut credit union or federal credit union of such state employee that will agree to accept such payment, or by pay card.

Sec. 37. (NEW) (Effective April 1, 2011) (a) As used in this section, (1) "pay card" means a card (A) issued by the state or its payroll service provider to a recipient, and (B) linked to a payroll card account and credited with the recipient's pension payment at the close of a pay period; and (2) "pay card system" means an electronic pay arrangement where a recipient's pension payments are credited on a recurring basis to a payroll card account directly or indirectly established by the state on behalf of the recipient that is subject to withdrawal charges and fees and where withdrawals may be made using a pay card at automated teller machines or point of sale terminals.

(b) Unless otherwise requested by the recipient, any pension payment made under (1) the retirement system administered by the Connecticut State Employees Retirement Commission pursuant to chapter 66 of the general statutes, (2) an alternate retirement program
authorized by said commission, or (3) the Connecticut teacher's retirement system established under section 10-183c of the general statutes, shall be made by electronic direct deposit to the recipient's account in a bank, Connecticut credit union or federal credit union that will agree to accept such payment, or by pay card.

Sec. 38. (NEW) (Effective from passage) Any compensation payable under chapter 568 of the general statutes to any employee of the state or to any dependents of any employee of the state, excluding any payments made to a provider under section 31-294d of the general statutes, shall be made by electronic direct deposit to the account in a bank, Connecticut credit union or federal credit union of such employee or such dependent that will agree to accept such deposit or by pay card, as defined in section 36 of this act.

Sec. 39. Section 3-119a of the general statutes is repealed and the following is substituted in lieu thereof (Effective from passage):

(a) The Comptroller shall develop, implement and maintain a comprehensive retirement data base system and shall regularly consult and inform the State Employees Retirement Commission concerning the system.

(b) The Comptroller, in conjunction with the Commissioner of Administrative Services, shall develop, implement and maintain a state-wide time and attendance system. The system shall be integrated with the central payroll system and compatible with the development of the comprehensive retirement data base system.

(c) On or before July 1, 2011, each agency shall implement and maintain its employee time and attendance system in an electronic format that is compatible with the state-wide time and attendance system developed pursuant to subsection (b) of this section.

Sec. 40. (NEW) (Effective from passage) The state shall furnish a record of hours worked and gross earnings as described in section 31-13a of
the general statutes, as amended by this act, in electronic format, to
each employee, unless the employee requests to receive such record in
writing.

Sec. 41. Section 31-13a of the general statutes is repealed and the
following is substituted in lieu thereof (Effective from passage):

[With] Except as provided in section 40 of this act, with each wage
payment each employer shall furnish to each employee in writing a
record of hours worked, the gross earnings showing straight time and
overtime as separate entries, itemized deductions and net earnings,
except that the furnishing of a record of hours worked and the
separation of straight time and overtime earnings shall not apply in the
case of any employee with respect to whom the employer is
specifically exempt from the keeping of time records and the payment
of overtime under the Connecticut Minimum Wage Act or the Fair

Sec. 42. Sections 3-81 and 3-84 of the general statutes are repealed.
(Effective from passage)

This act shall take effect as follows and shall amend the following
sections:

<table>
<thead>
<tr>
<th>Section</th>
<th>from passage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sec. 1</td>
<td>2-27</td>
</tr>
<tr>
<td>Sec. 2</td>
<td>2-7</td>
</tr>
<tr>
<td>Sec. 3</td>
<td>16-2(d)</td>
</tr>
<tr>
<td>Sec. 4</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>Sec. 5</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>Sec. 6</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>Sec. 7</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>Sec. 8</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>Sec. 9</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>Sec. 10</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>Sec. 11</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>Sec. 12</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>Sec. 13</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>Sec.</td>
<td>Date</td>
</tr>
<tr>
<td>------</td>
<td>------------</td>
</tr>
<tr>
<td>14</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>15</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>16</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>17</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>18</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>19</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>20</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>21</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>22</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>23</td>
<td>January 1, 2011</td>
</tr>
<tr>
<td>24</td>
<td>from passage</td>
</tr>
<tr>
<td>25</td>
<td>from passage</td>
</tr>
<tr>
<td>26</td>
<td>from passage</td>
</tr>
<tr>
<td>27</td>
<td>February 1, 2011</td>
</tr>
<tr>
<td>28</td>
<td>from passage</td>
</tr>
<tr>
<td>29</td>
<td>from passage</td>
</tr>
<tr>
<td>30</td>
<td>from passage</td>
</tr>
<tr>
<td>31</td>
<td>from passage</td>
</tr>
<tr>
<td>32</td>
<td>from passage</td>
</tr>
<tr>
<td>33</td>
<td>from passage</td>
</tr>
<tr>
<td>34</td>
<td>from passage</td>
</tr>
<tr>
<td>35</td>
<td>from passage</td>
</tr>
<tr>
<td>36</td>
<td>from passage</td>
</tr>
<tr>
<td>37</td>
<td>April 1, 2011</td>
</tr>
<tr>
<td>38</td>
<td>from passage</td>
</tr>
<tr>
<td>39</td>
<td>from passage</td>
</tr>
<tr>
<td>40</td>
<td>from passage</td>
</tr>
<tr>
<td>41</td>
<td>from passage</td>
</tr>
<tr>
<td>42</td>
<td>from passage</td>
</tr>
</tbody>
</table>