

File No. 677

(Reprint of File No. 287)

Substitute House Bill No. 5694
As Amended by House Amendment
Schedules "A", "B" and "C"

Approved by the Legislative Commissioner
May 3, 1998

AN ACT CONCERNING CORPORATIONS AND OTHER BUSINESS ORGANIZATIONS, THE ASSIGNMENT OF LOTTERY WINNINGS AND THE STATUTE OF LIMITATIONS ON ACTIONS AGAINST LAND SURVEYORS.

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

1 Section 1. Section 33-602 of the general
2 statutes is repealed and the following is
3 substituted in lieu thereof:

4 As used in sections 33-600 to 33-998,
5 inclusive, AS AMENDED:

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

10 (2) "Authorized shares" means the shares of
11 all classes a domestic or foreign corporation is
12 authorized to issue.

13 (3) "Certificate of incorporation" means the
14 original certificate of incorporation or restated
15 certificate of incorporation, and all amendments
16 thereto, and all certificates of merger or
17 consolidation. In the case of a specially
18 chartered corporation, "certificate of
19 incorporation" means the special charter of the

20 corporation, including any portions of the
21 charters of its predecessor companies which have
22 continuing effect, and any amendments to the
23 charter made by special act or pursuant to general
24 law. In the case of a corporation formed before
25 January 1, 1961, or of a specially chartered
26 corporation, "certificate of incorporation"
27 includes those portions of any other corporate
28 instruments or resolutions of current application
29 in which are set out provisions of the sort which
30 either (A) are required by sections 33-600 to
31 33-998, inclusive, AS AMENDED, to be embodied in
32 the certificate of incorporation or (B) are
33 expressly permitted by sections 33-600 to 33-998,
34 inclusive, AS AMENDED, to be operative only if
35 included in the certificate of incorporation. It
36 also includes what were, prior to January 1, 1961,
37 designated at law as agreements of association,
38 articles of incorporation, charters and other such
39 terms.

40 (4) "Conspicuous" means so written that a
41 reasonable person against whom the writing is to
42 operate should have noticed it. For example,
43 printing in italics or boldface or contrasting
44 color, or typing in capitals or underlined, is
45 conspicuous.

46 (5) "Corporation" or "domestic corporation"
47 means a corporation with capital stock, which is
48 not a foreign corporation, incorporated under the
49 laws of this state, whether general law or special
50 act and whether before or after January 1, 1997.

51 (6) "Deliver" [includes] MEANS any method
52 [that is] OF DELIVERY used in conventional
53 commercial practice [for furnishing information
54 that allows for retention, retrieval and
55 reproduction of the information by the person for
56 whom it is furnished] INCLUDING DELIVERY BY HAND,
57 MAIL, COMMERCIAL DELIVERY AND ELECTRONIC
58 TRANSMISSION.

59 (7) "Distribution" means a direct or indirect
60 transfer of money or other property, except its
61 own shares, or incurrence of indebtedness by a
62 corporation to or for the benefit of its
63 shareholders in respect of any of its shares. A
64 distribution may be in the form of a declaration
65 or payment of a dividend; a purchase, redemption
66 or other acquisition of shares; a distribution of
67 indebtedness; or otherwise.

68 (8) "Document" includes anything delivered to
69 the office of the Secretary of the State for
70 filing under sections 33-600 to 33-998, inclusive.
71 (9) "Effective date of notice" is defined in
72 section 33-603.

73 (10) "ELECTRONIC TRANSMISSION" OR
74 "ELECTRONICALLY TRANSMITTED" MEANS ANY PROCESS OF
75 COMMUNICATION THAT IS SUITABLE FOR THE RETENTION,
76 RETRIEVAL AND REPRODUCTION OF INFORMATION BY THE
77 RECIPIENT AND WHICH DOES NOT DIRECTLY INVOLVE THE
78 PHYSICAL TRANSFER OF PAPER.

79 [(10)] (11) "Employee" includes an officer but
80 not a director. A director may accept duties that
81 make him also an employee.

82 [(11)] (12) "Entity" includes a corporation
83 and foreign corporation; nonprofit corporation;
84 profit and nonprofit unincorporated association;
85 business trust, estate, partnership, limited
86 liability company, trust and two or more persons
87 having a joint or common economic interest; and
88 state, United States or foreign government.

89 [(12)] (13) "Foreign corporation" means a
90 corporation incorporated under a law other than
91 the law of this state.

92 [(13)] (14) "Governmental subdivision"
93 includes authority, county, district and
94 municipality.

95 [(14)] (15) "Includes" denotes a partial
96 definition.

97 [(15)] (16) "Individual" includes the estate
98 of an incompetent or deceased individual.

99 [(16)] (17) "Means" denotes an exhaustive
100 definition.

101 [(17)] (18) "Notice" is defined in section
102 33-603.

103 [(18)] (19) "Person" includes individual and
104 entity.

105 [(19)] (20) "Principal office" of a domestic
106 corporation means the address of the principal
107 office of such corporation in this state, if any,
108 as the same appears in the last annual report, if
109 any, filed by such corporation with the Secretary
110 of the State. If no principal office so appears,
111 the corporation's "principal office" means the
112 address in this state of the corporation's
113 registered agent for service as last shown on the
114 records of the Secretary of the State. In the case
115 of a domestic corporation which has not filed such

116 an annual report or appointment of registered
117 agent for service, the "principal office" means
118 the address of the principal place of business of
119 such corporation in this state, if any, and if
120 such corporation has no place of business in this
121 state, its "principal office" shall be the office
122 of the Secretary of the State.

123 [(20)] (21) "Proceeding" includes civil suit
124 and criminal, administrative and investigatory
125 action.

126 [(21)] (22) "Record date" means the date
127 established under sections 33-665 to 33-687,
128 inclusive, or sections 33-695 to 33-727,
129 inclusive, on which a corporation determines the
130 identity of its shareholders and their
131 shareholdings for purposes of sections 33-600 to
132 33-998, inclusive, AS AMENDED. The determinations
133 shall be made as of the close of business on the
134 record date unless another time for doing so is
135 specified when the record date is fixed.

136 [(22)] (23) "Secretary" means the corporate
137 officer to whom under the bylaws or by the board
138 of directors is delegated responsibility under
139 subsection (c) of section 33-763 for custody of
140 the minutes of the meetings of the board of
141 directors and of the shareholders and for
142 authenticating records of the corporation.

143 [(23)] (24) "Secretary of the State" means the
144 Secretary of the State of Connecticut.

145 [(24)] (25) "Shares" means the units into
146 which the proprietary interests in a corporation
147 are divided.

148 [(25)] (26) "Shareholder" means the person in
149 whose name shares are registered in the records of
150 a corporation or the beneficial owner of shares to
151 the extent of the rights granted by a nominee
152 certificate on file with a corporation.

153 (27) "SIGN" OR "SIGNATURE" INCLUDES ANY
154 MANUAL, FACSIMILE OR CONFORMED SIGNATURE.

155 [(26)] (28) "State", when referring to a part
156 of the United States, includes a state and
157 commonwealth, and their agencies and governmental
158 subdivisions, and a territory and insular
159 possession, and their agencies and governmental
160 subdivisions, of the United States.

161 [(27)] (29) "Subscriber" means a person who
162 subscribes for shares in a corporation, whether
163 before or after incorporation.

164 [(28) "Transmitted by electronic means" means
165 any process of communication not involving
166 principally the physical transfer of paper.]

167 [(29)] (30) "United States" includes any
168 district, authority, bureau, commission,
169 department and other agency of the United States.

170 [(30)] (31) "Voting group" means all shares of
171 one or more classes or series that under the
172 certificate of incorporation or sections 33-600 to
173 33-998, inclusive, AS AMENDED, are entitled to
174 vote and be counted together collectively on a
175 matter at a meeting of shareholders. All shares
176 entitled by the certificate of incorporation or
177 said sections to vote generally on the matter are
178 for that purpose a single voting group.

179 Sec. 2. Section 33-603 of the general
180 statutes, as amended by sections 1 and 2 of public
181 act 97-246, is repealed and the following is
182 substituted in lieu thereof:

183 (a) Notice under sections 33-600 to 33-998,
184 inclusive, AS AMENDED, shall be in writing unless
185 oral notice is reasonable under the circumstances.
186 [Notice transmitted or received electronically is
187 in writing and is written notice if it is
188 accomplished in a manner that is suitable for
189 retention, retrieval and reproduction of the
190 notice by the recipient] WRITTEN NOTICE INCLUDES
191 NOTICE BY ELECTRONIC TRANSMISSION.

192 (b) Notice may be communicated in person, BY
193 MAIL OR OTHER METHOD OF DELIVERY, OR by telephone,
194 [telegraph, teletype or other form of wire or
195 wireless communication, or by mail or private
196 carrier] VOICE MAIL OR OTHER ELECTRONIC MEANS. If
197 these forms of personal notice are impracticable,
198 notice may be communicated by a newspaper of
199 general circulation in the area where published or
200 by radio, television or other form of public
201 broadcast communication.

202 (c) Written notice by a domestic or foreign
203 corporation to its shareholder, if in a
204 comprehensible form, is effective (1) upon deposit
205 in the United States mail, as evidenced by the
206 postmark, if mailed postage prepaid and correctly
207 addressed to the shareholder's address shown in
208 the corporation's current record of shareholders,
209 OR (2) when ELECTRONICALLY transmitted [by
210 facsimile or other electronic means if
211 transmitted] to the shareholder in [the] A manner

212 authorized by the shareholder. [for purposes of
213 facsimile or electronic transmission, as the case
214 may be.]

215 (d) Written notice to a domestic or foreign
216 corporation authorized to transact business in
217 this state may be addressed to its registered
218 agent at its registered office or to the
219 corporation or its secretary at its principal
220 office shown in its most recent annual report or,
221 in the case of a foreign corporation that has not
222 yet delivered an annual report, in its application
223 for a certificate of authority.

224 (e) Except as provided in subsection (c),
225 written notice, if in a comprehensible form, is
226 effective at the earliest of the following: (1)
227 When received; (2) five days after its deposit in
228 the United States mail, [as evidenced by the
229 postmark,] if mailed postage prepaid and correctly
230 addressed; or (3) on the date shown on the return
231 receipt, if sent by registered or certified mail
232 or a commercial delivery service, return receipt
233 requested, and the receipt is signed by or on
234 behalf of the addressee.

235 (f) Oral notice is effective when communicated
236 if communicated in a comprehensible manner.

237 (g) If sections 33-600 to 33-998, inclusive,
238 AS AMENDED, prescribe notice requirements for
239 particular circumstances, those requirements
240 govern. If a certificate of incorporation or bylaw
241 prescribes notice requirements, not inconsistent
242 with this section or other provisions of said
243 sections, those requirements govern.

244 (h) In computing the period of time of any
245 notice required or permitted to be given by
246 sections 33-600 to 33-998, inclusive, AS AMENDED,
247 or under the provisions of the certificate of
248 incorporation or bylaws of a corporation or of a
249 resolution of shareholders or directors, the day
250 on which the notice is given shall be excluded,
251 and the day on which the matter noticed is to
252 occur shall be included, in the absence of a
253 contrary provision.

254 Sec. 3. Section 33-698 of the general statutes
255 is repealed and the following is substituted in
256 lieu thereof:

257 (a) Any action which, under any provision of
258 sections 33-600 to 33-998, inclusive, AS AMENDED,
259 may be taken at a meeting of shareholders may be

260 taken without a meeting as follows: (1) By
261 [consent] ONE OR MORE CONSENTS in writing, setting
262 forth the action so taken or to be taken, BEARING
263 THE DATE OF SIGNATURE AND signed by all of the
264 persons who would be entitled to vote upon such
265 action at a meeting, or by their duly authorized
266 attorneys, which action for purposes of this
267 section is hereafter referred to as "unanimous
268 written consent"; or (2) if the certificate of
269 incorporation so provides, by [consent] ONE OR
270 MORE CONSENTS in writing, BEARING THE DATE OF
271 SIGNATURE AND setting forth the action to be
272 taken, signed by persons holding such designated
273 proportion, not less than a majority, of the
274 voting power of shares, or of the shares of any
275 particular class, entitled to vote thereon or to
276 take such action, as may be provided in the
277 certificate of incorporation, or their duly
278 authorized attorneys; except that directors may
279 not be elected by action of shareholders without a
280 meeting of shareholders other than by unanimous
281 written consent, or pursuant to a plan of merger.
282 If action is proposed to be taken by written
283 consent of less than all of such persons, or their
284 duly authorized attorneys, notice in writing of
285 such proposed action shall be given to each person
286 who would be entitled to vote thereon at a meeting
287 held for that purpose. Such notice shall be given
288 in the manner of giving notice of a meeting of
289 shareholders not less than twenty days nor more
290 than fifty days before the date any such consents
291 are to become effective. If not less than five
292 days before the date any such consents are to
293 become effective, the secretary of the corporation
294 shall have received from such persons, or their
295 duly authorized attorneys, holding not less than
296 one-tenth of the voting power of all shares
297 entitled to vote at such a meeting, a demand in
298 writing that such action not be taken by written
299 consent, all persons to whom such notice was given
300 shall be so notified, and the corporation shall
301 not take such proposed action except at a meeting
302 of shareholders. The secretary shall file such
303 consent or consents, or certify the tabulation of
304 such consents and file such certificate, with the
305 minutes of the meetings of the shareholders. [Any
306 consent or consents which become effective as
307 provided herein shall have the same force and

308 effect as a vote of shareholders at a meeting duly
309 held, and may be stated as such in any certificate
310 or document filed under sections 33-600 to 33-998,
311 inclusive.]

312 (b) If not otherwise fixed under section
313 33-697 or 33-701, the record date for determining
314 shareholders entitled to take action without a
315 meeting is the date the first shareholder signs
316 the consent under subsection (a) of this section.
317 NO WRITTEN CONSENT SHALL BE EFFECTIVE TO TAKE THE
318 CORPORATE ACTION REFERRED TO THEREIN UNLESS,
319 WITHIN SIXTY DAYS OF THE EARLIEST DATE APPEARING
320 ON A CONSENT DELIVERED TO THE CORPORATION IN THE
321 MANNER REQUIRED BY THIS SECTION, WRITTEN CONSENTS
322 SIGNED BY SHAREHOLDERS SUFFICIENT IN NUMBER TO
323 TAKE CORPORATE ACTION ARE RECEIVED BY THE
324 CORPORATION. A WRITTEN CONSENT MAY BE REVOKED BY A
325 WRITING TO THAT EFFECT, PROVIDED SUCH REVOCATION
326 SHALL NOT BE EFFECTIVE IF IT IS RECEIVED BY THE
327 CORPORATION AFTER THE CORPORATION HAS RECEIVED A
328 SUFFICIENT NUMBER OF UNREVOKED WRITTEN CONSENTS TO
329 TAKE CORPORATE ACTION.

330 (c) A consent signed under this section has
331 the effect of a meeting vote and may be described
332 as such in any document.

333 Sec. 4. (NEW) (a) At each meeting of
334 shareholders, a chairperson shall preside. The
335 chairperson shall be appointed as provided in the
336 bylaws or, in the absence of such provision, by
337 the board of directors.

338 (b) The chairperson, unless the certificate of
339 incorporation or bylaws provide otherwise, shall
340 determine the order of business and shall have the
341 authority to establish rules for the conduct of
342 the meeting.

343 (c) Any rules adopted for, and the conduct of,
344 the meeting shall be fair to shareholders.

345 (d) The chairperson of the meeting shall
346 announce at the meeting when the polls close for
347 each matter voted upon. If no announcement is
348 made, the polls shall be deemed to have closed
349 upon the final adjournment of the meeting. After
350 the polls close, no ballots, proxies or votes, nor
351 any revocations or changes thereto, may be
352 accepted.

353 Sec. 5. Section 33-706 of the general statutes
354 is repealed and the following is substituted in
355 lieu thereof:

356 (a) A shareholder may vote his shares in
357 person or by proxy.

358 (b) A shareholder OR HIS AGENT OR
359 ATTORNEY-IN-FACT may appoint a proxy to vote or
360 otherwise act for [him] THE SHAREHOLDER by signing
361 an appointment form [, either personally or by his
362 attorney-in-fact] OR BY AN ELECTRONIC TRANSMISSION
363 OF THE APPOINTMENT. AN ELECTRONIC TRANSMISSION
364 MUST CONTAIN OR BE ACCOMPANIED BY INFORMATION FROM
365 WHICH ONE CAN DETERMINE THAT THE SHAREHOLDER, THE
366 SHAREHOLDER'S AGENT OR THE SHAREHOLDER'S
367 ATTORNEY-IN-FACT AUTHORIZED THE ELECTRONIC
368 TRANSMISSION.

369 (c) An appointment of a proxy is effective
370 when A SIGNED APPOINTMENT FORM OR AN ELECTRONIC
371 TRANSMISSION OF THE APPOINTMENT IS received by the
372 [secretary or other officer or agent] INSPECTOR OF
373 ELECTION OR THE OFFICER OR AGENT OF THE
374 CORPORATION authorized to tabulate votes. A
375 photographic or similar reproduction of an
376 appointment, or a telegram, cablegram, facsimile
377 transmission, wireless or similar transmission of
378 an appointment received by such person shall be
379 sufficient to effect such appointment. An
380 appointment is valid for eleven months unless a
381 longer period is expressly provided in the
382 appointment. [form.]

383 (d) An appointment of a proxy is revocable [by
384 the shareholder] unless the appointment form
385 [conspicuously] OR ELECTRONIC TRANSMISSION OF THE
386 APPOINTMENT states that it is irrevocable and the
387 appointment is coupled with an interest.
388 Appointments coupled with an interest include the
389 appointment of: (1) A pledgee; (2) a person who
390 purchased or agreed to purchase the shares; (3) a
391 creditor of the corporation who extended it credit
392 under terms requiring the appointment; (4) an
393 employee of the corporation whose employment
394 contract requires the appointment; or (5) a party
395 to a voting agreement created under section
396 33-716.

397 (e) The death or incapacity of the shareholder
398 appointing a proxy does not affect the right of
399 the corporation to accept the proxy's authority
400 unless notice of the death or incapacity is
401 received by the secretary or other officer or
402 agent authorized to tabulate votes before the

403 proxy exercises his authority under the
404 appointment.

405 (f) An appointment made irrevocable under
406 subsection (d) of this section is revoked when the
407 interest with which it is coupled is extinguished.

408 (g) A transferee for value of shares subject
409 to an irrevocable appointment may revoke the
410 appointment if he did not know of its existence
411 when he acquired the shares and the existence of
412 the irrevocable appointment was not noted
413 conspicuously on the certificate representing the
414 shares or on the information statement for shares
415 without certificates.

416 (h) Subject to section 33-708, AS AMENDED BY
417 THIS ACT, and to any express limitation on the
418 proxy's authority [appearing on the face of]
419 STATED IN the appointment form OR ELECTRONIC
420 TRANSMISSION OF THE APPOINTMENT, a corporation is
421 entitled to accept the proxy's vote or other
422 action as that of the shareholder making the
423 appointment.

424 Sec. 6. Subsections (d) and (e) of section
425 33-708 of the general statutes are repealed and
426 the following is substituted in lieu thereof:

427 (d) The corporation and its officer or agent
428 who accepts or rejects a vote, consent, waiver or
429 proxy appointment in good faith and in accordance
430 with the standards of this section OR SUBSECTION
431 (b) OF SECTION 33-706, AS AMENDED BY THIS ACT, are
432 not liable in damages to the shareholder for the
433 consequences of the acceptance or rejection.

434 (e) Corporate action based on the acceptance
435 or rejection of a vote, consent, waiver or proxy
436 appointment under this section OR SUBSECTION (b)
437 OF SECTION 33-706, AS AMENDED BY THIS ACT, is
438 valid unless a court of competent jurisdiction
439 determines otherwise.

440 Sec. 7. (NEW) (a) A corporation having any
441 shares listed on a national securities exchange or
442 regularly traded in a market maintained by one or
443 more members of a national or affiliated
444 securities association shall, and any other
445 corporation may, appoint one or more inspectors to
446 act at a meeting of shareholders and make a
447 written report of the inspectors' determinations.
448 Each inspector shall take and sign an oath
449 faithfully to execute the duties of inspector with

450 strict impartiality and according to the best of
451 the inspector's ability.

452 (b) The inspectors shall (1) ascertain the
453 number of shares outstanding and the voting power
454 of each; (2) determine the shares represented at a
455 meeting; (3) determine the validity of proxies and
456 ballots; (4) count all votes; and (5) determine
457 the result.

458 (c) An inspector may be an officer or employee
459 of the corporation.

460 Sec. 8. Subsection (a) of section 33-773 of
461 the general statutes, as amended by section 15 of
462 public act 97-246, is repealed and the following
463 is substituted in lieu thereof:

464 (a) A corporation may, before final
465 disposition of a proceeding, advance funds to pay
466 for or reimburse the reasonable expenses incurred
467 by a director who is a party to a proceeding
468 because he is a director if he delivers to the
469 corporation: (1) A written affirmation of his good
470 faith belief that he has met the relevant standard
471 of conduct described in section 33-771, AS
472 AMENDED, or that the proceeding involves conduct
473 for which liability has been [eliminated] LIMITED
474 under a provision of the certificate of
475 incorporation as authorized by subdivision (4) of
476 subsection (b) of section 33-636, AS AMENDED; and
477 (2) his written undertaking to repay any funds
478 advanced if he is not entitled to mandatory
479 indemnification under section 33-772, AS AMENDED,
480 and it is ultimately determined under section
481 33-774, AS AMENDED, or SECTION 33-775, AS AMENDED,
482 that he has not met the relevant standard of
483 conduct described in section 33-771, AS AMENDED.

484 Sec. 9. Subsection (b) of section 33-865 of
485 the general statutes is repealed and the following
486 is substituted in lieu thereof:

487 (b) The payment shall be accompanied by: (1)
488 The corporation's balance sheet as of the end of a
489 fiscal year ending not more than sixteen months
490 before the date of payment, an income statement
491 for that year, a statement of changes in
492 shareholders' equity for that year and the latest
493 available interim financial statements, if any;
494 (2) a statement of the corporation's estimate of
495 the fair value of the shares; (3) an explanation
496 of how the interest was calculated; (4) a
497 statement of the dissenter's right to demand

498 payment under section [33-860] 33-868; and (5) a
499 copy of sections 33-855 to 33-872, inclusive.

500 Sec. 10. (NEW) (a) When the directors or
501 officers of a domestic or foreign corporation that
502 is required to file an annual report pursuant to
503 subsection (a) of section 33-953 of the general
504 statutes change after the corporation has filed
505 its most current annual report and not later than
506 thirty days preceding the month during which the
507 corporation's next annual report becomes due, the
508 corporation shall file with the Secretary of the
509 State an interim notice of change of director or
510 officer that sets forth: (1) The name of the
511 corporation, and (2) the names, titles and
512 respective business and residence addresses of any
513 new director or officer and the names and titles
514 of any director or officer who has ceased to hold
515 office. If good cause is shown, the Secretary of
516 the State may accept business addresses in lieu of
517 business and residence addresses of the directors
518 and officers of the corporation. For purposes of
519 this section, a showing of good cause shall
520 include, but not be limited to, a showing that
521 public disclosure of the residence addresses of
522 the corporation's directors and officers may
523 expose the personal security of such directors and
524 officers to significant risk.

525 (b) Any changes to the directors or officers
526 of a domestic or foreign corporation that occur
527 within the thirty-day period preceding the month
528 during which the corporation's annual report
529 becomes due shall be reflected on such
530 corporation's next annual report filed pursuant to
531 section 33-953 of the general statutes.

532 Sec. 11. (NEW) (a) When the directors or
533 officers of a domestic or foreign corporation that
534 is required to file an annual report pursuant to
535 subsection (a) of section 33-1243 of the general
536 statutes change after the corporation has filed
537 its most current annual report and not later than
538 thirty days preceding the month during which the
539 corporation's next annual report becomes due, the
540 corporation shall file with the Secretary of the
541 State an interim notice of change of director or
542 officer that sets forth: (1) The name of the
543 corporation, and (2) the names, titles and
544 respective business and residence addresses of any
545 new director or officer and the names and titles

546 of any director or officer who has ceased to hold
547 office. If good cause is shown, the Secretary of
548 the State may accept business addresses in lieu of
549 business and residence addresses of the directors
550 and officers of the corporation. For purposes of
551 this section, a showing of good cause shall
552 include, but not be limited to, a showing that
553 public disclosure of the residence addresses of
554 the corporation's directors and officers may
555 expose the personal security of such directors and
556 officers to significant risk.

557 (b) Any changes to the directors or officers
558 of a domestic or foreign corporation that occur
559 within the thirty-day period preceding the month
560 during which the corporation's annual report
561 becomes due shall be reflected on such
562 corporation's next annual report filed pursuant to
563 section 33-1243 of the general statutes.

564 Sec. 12. Section 33-617 of the general
565 statutes is repealed and the following is
566 substituted in lieu thereof:

567 (a) The Secretary of the State shall charge
568 and collect the following fees for filing
569 documents and issuing certificates and remit them
570 to the Treasurer for the use of the state: (1)
571 Filing application to reserve, register, renew or
572 cancel registration of corporate name, thirty
573 dollars; (2) filing transfer of reserved corporate
574 name, thirty dollars; (3) filing certificate of
575 incorporation, including appointment of registered
576 agent, fifty dollars; (4) filing change of address
577 of registered agent or change of registered agent,
578 twenty-five dollars; (5) filing notice of
579 resignation of registered agent, twenty-five
580 dollars; (6) filing amendment to certificate of
581 incorporation, fifty dollars; (7) filing restated
582 certificate of incorporation, fifty dollars; (8)
583 filing certificate of merger or share exchange,
584 thirty dollars; (9) filing certificate of
585 correction, fifty dollars; (10) filing certificate
586 of surrender of special charter and adoption of
587 general certificate of incorporation, fifty
588 dollars; (11) filing certificate of dissolution,
589 twenty-five dollars; (12) filing certificate of
590 revocation of dissolution, twenty-five dollars;
591 (13) filing annual report, seventy-five dollars
592 except as otherwise provided in sections 33-953
593 and 33-954; (14) filing application of foreign

594 corporation for certificate of authority to
595 transact business in this state and issuing
596 certificate of authority, fifty dollars; (15)
597 filing application of foreign corporation for
598 amended certificate of authority to transact
599 business in this state and issuing amended
600 certificate of authority, fifty dollars; (16)
601 filing application for withdrawal of foreign
602 corporation and issuing certificate of withdrawal,
603 fifty dollars; (17) filing application for
604 reinstatement, seventy-five dollars; [and] (18)
605 filing a corrected annual report, fifty dollars;
606 AND (19) FILING AN INTERIM NOTICE OF CHANGE OF
607 DIRECTOR OR OFFICER, TEN DOLLARS.

608 Sec. 13. Subsection (d) of section 33-921 of
609 the general statutes, as amended by section 1 of
610 public act 97-228, is repealed and the following
611 is substituted in lieu thereof:

612 (d) A foreign corporation is liable to this
613 state, for the years or parts thereof during which
614 it transacted business in this state without a
615 certificate of authority, in an amount equal to
616 (1) all fees and taxes which would have been
617 imposed by law upon such corporation had it duly
618 applied for and received such certificate of
619 authority to transact business in this state and
620 (2) all interest and penalties imposed by law for
621 failure to pay such fees and taxes. A foreign
622 corporation is further liable to this state, for
623 each month or part thereof during which it
624 transacted business without a certificate of
625 authority, in an amount equal to one hundred
626 sixty-five dollars, except that a foreign
627 corporation which has obtained a certificate of
628 authority [to transact] NOT LATER THAN NINETY DAYS
629 AFTER IT HAS COMMENCED TRANSACTING business in
630 this state shall not be liable for such monthly
631 penalty. [for the first three months or part
632 thereof during which it transacted business
633 without such certificate.] Such fees and penalties
634 may be levied by the Secretary of the State. The
635 Attorney General shall bring such action as he may
636 deem necessary to recover any amounts due the
637 state under the provisions of this subsection
638 including an action to restrain a foreign
639 corporation against which fees and penalties have
640 been imposed pursuant to this subsection from

641 transacting business in this state until such time
642 as such fees and penalties have been paid.

643 Sec. 14. Subsection (a) of section 33-922 of
644 the general statutes, as amended by section 30 of
645 public act 97-246, is repealed and the following
646 is substituted in lieu thereof:

647 (a) A foreign corporation may apply for a
648 certificate of authority to transact business in
649 this state by delivering an application to the
650 Secretary of the State for filing. The application
651 shall set forth: (1) The name of the foreign
652 corporation or, if its name is unavailable for use
653 in this state, a corporate name that satisfies the
654 requirements of section 33-925; (2) the name of
655 the state or country under whose law it is
656 incorporated; (3) its date of incorporation and
657 period of duration; (4) the street address of its
658 principal office; (5) the address of its
659 registered office in this state and the name of
660 its registered agent at that office; and (6) the
661 names and respective business and residence
662 addresses of the directors and officers of the
663 foreign corporation, except that [where] IF good
664 cause is shown, the Secretary of the State may
665 accept business addresses in lieu of business and
666 residence addresses of the directors and officers
667 of the corporation. FOR PURPOSES OF THIS SECTION,
668 A SHOWING OF GOOD CAUSE SHALL INCLUDE, BUT NOT BE
669 LIMITED TO, A SHOWING THAT PUBLIC DISCLOSURE OF
670 THE RESIDENCE ADDRESSES OF THE CORPORATION'S
671 DIRECTORS AND OFFICERS MAY EXPOSE THE PERSONAL
672 SECURITY OF SUCH DIRECTORS AND OFFICERS TO
673 SIGNIFICANT RISK.

674 Sec. 15. Subsection (c) of section 33-953 of
675 the general statutes is repealed and the following
676 is substituted in lieu thereof:

677 (c) Each biennial or annual report shall set
678 forth as of a date which complies with subsection
679 (d) of this section and which is specified in such
680 report: (1) The name of the corporation; (2) the
681 principal office of the corporation or, in the
682 case of a foreign corporation (A) the address of
683 the principal office of the corporation in the
684 state under the laws of which it is incorporated,
685 (B) the address of the executive offices of the
686 corporation and (C) the address of the principal
687 office of the corporation in this state, if any;
688 and (3) the names and respective business and

689 residence addresses of the directors and officers
690 of the corporation, except that [where] IF good
691 cause is shown, the Secretary of the State may
692 accept business addresses in lieu of business and
693 residence addresses of the directors and officers
694 of the corporation. For purposes of [sections
695 33-600 to 33-998, inclusive,] THIS SECTION, A
696 SHOWING OF good cause shall include, but not be
697 limited to, a showing that public disclosure of
698 the residence addresses of the corporation's
699 DIRECTORS AND officers [and directors] may expose
700 the personal security of such DIRECTORS AND
701 officers [and directors] to significant risk.

702 Sec. 16. Subsection (a) of section 33-1013 of
703 the general statutes, as amended by section 44 of
704 public act 97-246, is repealed and the following
705 is substituted in lieu thereof:

706 (a) The Secretary of the State shall charge
707 and collect the following fees for filing
708 documents and issuing certificates and remit them
709 to the Treasurer for the use of the state: (1)
710 FILING APPLICATION TO RESERVE, REGISTER, RENEW OR
711 CANCEL REGISTRATION OF CORPORATE NAME, THIRTY
712 DOLLARS; (2) FILING TRANSFER OF RESERVED CORPORATE
713 NAME, THIRTY DOLLARS; [(1) Filing] (3) FILING a
714 certificate of incorporation, including
715 appointment of registered agent, ten dollars;
716 [(2)] (4) filing change of address of registered
717 agent or change of registered agent, ten dollars;
718 [(3)] (5) filing notice of resignation of
719 registered agent in duplicate, ten dollars; [(4)]
720 (6) filing certificate of amendment to certificate
721 of incorporation, ten dollars; [(5)] (7) filing
722 restated certificate of incorporation, ten
723 dollars; [(6)] (8) filing certificate of merger,
724 ten dollars; [(7)] (9) filing certificate of
725 correction, ten dollars; [(8)] (10) filing
726 certificate of surrender of special charter and
727 adoption of certificate of incorporation, ten
728 dollars; [(9)] (11) filing certificate of
729 dissolution, ten dollars; [(10) filing certificate
730 of administrative dissolution, ten dollars] (12)
731 FILING CERTIFICATE OF REVOCATION OF DISSOLUTION,
732 TEN DOLLARS; [(11)] (13) filing annual report,
733 twenty-five dollars; [(12)] (14) filing
734 application of foreign corporation for certificate
735 of authority to conduct affairs in this state and
736 issuing certificate of authority, twenty dollars;

737 [(13)] (15) filing application of foreign
738 corporation for amended certificate of authority
739 to conduct affairs in this state and issuing
740 amended certificate of authority, twenty dollars;
741 [(14)] (16) filing application for withdrawal of
742 foreign corporation and issuing certificate of
743 withdrawal, twenty dollars; [(15)] (17) filing
744 certificate of reinstatement, including
745 appointment of registered agent, fifty-five
746 dollars; [and (16)] (18) filing a corrected annual
747 report, twenty-five dollars; AND (19) FILING AN
748 INTERIM NOTICE OF CHANGE OF DIRECTOR OR OFFICER,
749 TEN DOLLARS.

750 Sec. 17. Subsection (d) of section 33-1211 of
751 the general statutes, as amended by section 2 of
752 public act 97-228, is repealed and the following
753 is substituted in lieu thereof:

754 (d) A foreign corporation is liable to this
755 state, for the years or parts thereof during which
756 it conducted affairs in this state without a
757 certificate of authority, in an amount equal to
758 (1) all fees and taxes which would have been
759 imposed by law upon such corporation had it duly
760 applied for and received such certificate of
761 authority to conduct affairs in this state and (2)
762 all interest and penalties imposed by law for
763 failure to pay such fees and taxes. A foreign
764 corporation is further liable to this state, for
765 each month or part thereof during which it
766 conducted affairs in this state without a
767 certificate of authority, in an amount equal to
768 one hundred sixty-five dollars, except that a
769 foreign corporation which has obtained a
770 certificate of authority [to conduct] NOT LATER
771 THAN NINETY DAYS AFTER IT HAS COMMENCED CONDUCTING
772 affairs in this state shall not be liable for such
773 monthly penalty. [for the first three months or
774 part thereof during which it conducted affairs
775 without such certificate.] Such fees and penalties
776 may be levied by the Secretary of the State. The
777 Attorney General shall bring such action as he may
778 deem necessary to recover any amounts due the
779 state under the provisions of this subsection
780 including an action to restrain a foreign
781 corporation against which fees and penalties have
782 been imposed pursuant to this subsection from
783 conducting affairs in this state until such time
784 as such fees and penalties have been paid.

785 Sec. 18. Subsection (a) of section 33-1212 of
786 the general statutes, as amended by section 74 of
787 public act 97-246, is repealed and the following
788 is substituted in lieu thereof:

789 (a) A foreign corporation may apply for a
790 certificate of authority to conduct affairs in
791 this state by delivering an application to the
792 Secretary of the State for filing. The application
793 shall set forth: (1) The name of the foreign
794 corporation or, if its name is unavailable for use
795 in this state, a corporate name that satisfies the
796 requirements of section 33-1215; (2) the name of
797 the state or country under whose law it is
798 incorporated; (3) its date of incorporation and
799 period of duration; (4) the street address of its
800 principal office; (5) the address of its
801 registered office in this state and the name of
802 its registered agent at that office; and (6) the
803 names and respective business and residence
804 addresses of the directors and officers of the
805 foreign corporation, except that [where] IF good
806 cause is shown, the Secretary of the State may
807 accept business addresses in lieu of business and
808 residence addresses of the directors and officers
809 of the corporation. [or, if there is no business
810 address for any such person, the residence
811 address, of its current directors and officers.]
812 FOR PURPOSES OF THIS SECTION, A SHOWING OF GOOD
813 CAUSE SHALL INCLUDE, BUT NOT BE LIMITED TO, A
814 SHOWING THAT PUBLIC DISCLOSURE OF THE RESIDENCE
815 ADDRESSES OF THE CORPORATION'S DIRECTORS AND
816 OFFICERS MAY EXPOSE THE PERSONAL SECURITY OF SUCH
817 DIRECTORS AND OFFICERS TO SIGNIFICANT RISK.

818 Sec. 19. Subsection (c) of section 33-1243 of
819 the general statutes is repealed and the following
820 is substituted in lieu thereof:

821 (c) Each biennial or annual report shall set
822 forth as of a date which complies with subsection
823 (d) of this section and which is specified in such
824 report: (1) The name of the corporation and, in
825 the case of a foreign corporation, the state under
826 the laws of which it is incorporated; (2) the
827 principal office of the corporation or, in the
828 case of a foreign corporation (A) the address of
829 the principal office of the corporation in the
830 state under the laws of which it is incorporated,
831 (B) the address of the executive offices of the
832 corporation, and (C) the address of the principal

833 office of the corporation in this state, if any;
834 and (3) the names and respective business and
835 residence addresses of the directors and officers
836 of the corporation, except that [where] IF good
837 cause is shown, the Secretary of the State may
838 accept business addresses in lieu of business and
839 residence addresses of the directors and officers
840 of the corporation. For purposes of [sections
841 33-1000 to 33-1290, inclusive,] THIS SECTION, A
842 SHOWING OF good cause shall include, but not be
843 limited to, a showing that public disclosure of
844 the residence addresses of the corporation's
845 DIRECTORS AND officers [and directors] may expose
846 the personal security of such DIRECTORS AND
847 officers [and directors] to significant risk.

848 Sec. 20. Subsection (c) of section 34-506 of
849 the general statutes is repealed and the following
850 is substituted in lieu thereof:

851 (c) The name of each statutory trust as set
852 forth in its certificate of trust shall contain
853 one or more of the following words: "Statutory
854 Trust", "Limited Liability Trust", "Limited",
855 ["ST", "S.T.",] "LLT", "L.L.T.", or "Ltd."

856 Sec. 21. Subsection (a) of section 34-509 of
857 the general statutes is repealed and the following
858 is substituted in lieu thereof:

859 (a) The Secretary of the State shall charge
860 and collect the following fees and remit them to
861 the Treasurer for the use of the state: (1) For
862 filing of an application for reservation of name,
863 and application for renewal of reservation, or
864 notice of transfer or cancellation of reservation
865 pursuant to section 34-506, thirty dollars; (2)
866 for filing of a certificate of trust, a
867 certificate of amendment, a restated certificate
868 of trust, a certificate of cancellation or a
869 certificate of merger or consolidation, sixty
870 dollars; (3) for preparing and furnishing a copy
871 of any certificate filed relating to a statutory
872 trust: For each copy of each such document thereof
873 regardless of the number of pages, twenty dollars;
874 for affixing his certification thereto, five
875 dollars; (4) FOR PREPARING AND FURNISHING A
876 CERTIFICATE OF EXISTENCE OR AUTHORIZATION, TWENTY
877 DOLLARS; (5) FOR PREPARING AND FURNISHING A
878 CERTIFICATE OF EXISTENCE OR AUTHORIZATION
879 REFLECTING ANY AND ALL CHANGES OF NAME AND THE
880 DATE OR DATES OF FILING THEREOF, FORTY DOLLARS;

881 and [(4)] (6) for other services for which fees
882 are not provided by the general statutes, the
883 Secretary of the State may charge such fees as
884 will in his judgment cover the cost of the
885 services provided.

886 Sec. 22. Subsection (e) of section 34-381 of
887 the general statutes, as amended by section 3 of
888 public act 97-228, is repealed and the following
889 is substituted in lieu thereof:

890 (e) A foreign limited partnership which
891 transacts business in this state without
892 registering with the Secretary of the State as
893 required by this chapter shall be liable to this
894 state, for each year or part thereof during which
895 it transacted business in this state without being
896 registered with said secretary, in an amount equal
897 to: (1) All fees and taxes which would have been
898 imposed by law upon such limited partnership had
899 it duly applied for and received such registration
900 to transact business in this state and (2) all
901 interest and penalties imposed by law for failure
902 to pay such fees and taxes. A foreign limited
903 partnership is further liable to this state, for
904 each month or part thereof during which it
905 [transacts] TRANSACTED business in this state
906 without registering with the Secretary of the
907 State, in an amount equal to one hundred
908 sixty-five dollars, except that a foreign limited
909 partnership which has registered with said
910 secretary NOT LATER THAN NINETY DAYS AFTER IT HAS
911 COMMENCED TRANSACTING BUSINESS IN THIS STATE shall
912 not be liable for such monthly penalty. [for the
913 first three months or part thereof during which it
914 transacted business without being registered with
915 said secretary.] Such fees and penalties may be
916 levied by [said secretary] THE SECRETARY OF THE
917 STATE.

918 Sec. 23. Subsection (c) of section 34-430 of
919 the general statutes, as amended by section 4 of
920 public act 97-228, is repealed and the following
921 is substituted in lieu thereof:

922 (c) A foreign registered limited liability
923 partnership which transacts business in this state
924 without filing a certificate of authority under
925 section 34-429 shall be liable to this state, for
926 each year or part thereof during which it
927 transacted business in this state without such
928 certificate, in an amount equal to: (1) All fees

929 and taxes which would have been imposed by law
930 upon such registered limited liability partnership
931 had it duly applied for and received such
932 authority to transact business in this state and
933 (2) all interest and penalties imposed by law for
934 failure to pay such fees and taxes. A foreign
935 registered limited liability partnership is
936 further liable to this state, for each month or
937 part thereof during which it transacted business
938 in this state without filing a certificate of
939 authority under section 34-429, in an amount equal
940 to one hundred sixty-five dollars, except that a
941 foreign registered limited liability partnership
942 which has filed a certificate of authority [to
943 transact] WITH THE SECRETARY OF THE STATE NOT
944 LATER THAN NINETY DAYS AFTER IT HAS COMMENCED
945 TRANSACTING business in this state shall not be
946 liable for such monthly penalty. [for the first
947 three months or part thereof during which it
948 transacted business without such certificate.]
949 Such fees and penalties may be levied by the
950 Secretary of the State. The Attorney General may
951 bring proceedings to recover all amounts due this
952 state under the provisions of this subsection.

953 Sec. 24. Subsection (d) of section 34-233 of
954 the general statutes, as amended by section 5 of
955 public act 97-228, is repealed and the following
956 is substituted in lieu thereof:

957 (d) A foreign limited liability company which
958 transacts business in this state without a valid
959 certificate of registration shall be liable to
960 this state, for each year or part thereof during
961 which it transacted business in this state without
962 such certificate, in an amount equal to: (1) All
963 fees and taxes which would have been imposed by
964 law upon such limited liability company had it
965 duly applied for and received such registration to
966 transact business in this state and (2) all
967 interest and penalties imposed by law for failure
968 to pay such fees and taxes. [Such fees and
969 penalties may be levied by said secretary.] A
970 foreign limited liability company is further
971 liable to this state, for each month or part
972 thereof during which it transacted business in
973 this state without a valid certificate of
974 registration, in an amount equal to one hundred
975 sixty-five dollars, except that a foreign limited
976 liability company which has registered with the

977 Secretary of the State [to transact] NOT LATER
978 THAN NINETY DAYS AFTER IT HAS COMMENCED
979 TRANSACTING business in this state shall not be
980 liable for such monthly penalty. [for the first
981 three months or part thereof during which it
982 transacted business without such certificate.]
983 SUCH FEES AND PENALTIES MAY BE LEVIED BY THE
984 SECRETARY OF THE STATE. The Attorney General may
985 bring proceedings to recover all amounts due this
986 state under the provisions of this subsection.

987 Sec. 25. Subsection (d) of section 34-539 of
988 the general statutes, as amended by section 6 of
989 public act 97-228, is repealed and the following
990 is substituted in lieu thereof:

991 (d) A foreign statutory trust which transacts
992 business in this state without a valid certificate
993 of registration shall be liable to this state, for
994 each year or part thereof during which it
995 transacted business in this state without such
996 certificate, in an amount equal to: (1) All fees
997 and taxes which would have been imposed by law
998 upon such statutory trust had it duly applied for
999 and received such registration to transact
1000 business in this state and (2) all interest and
1001 penalties imposed by law for failure to pay such
1002 fees and taxes. A foreign statutory trust is
1003 further liable to this state, for each month or
1004 part thereof during which it transacted business
1005 without a valid certificate of registration, in an
1006 amount equal to one hundred sixty-five dollars,
1007 except that a foreign statutory trust which has
1008 registered with the Secretary of the State [to
1009 transact] NOT LATER THAN NINETY DAYS AFTER IT HAS
1010 COMMENCED TRANSACTING business in this state shall
1011 not be liable for such monthly penalty. [for the
1012 first three months or part thereof during which it
1013 transacted business without such certificate.]
1014 Such fees and penalties may be levied by the
1015 Secretary of the State. The Attorney General may
1016 bring proceedings to recover all amounts due this
1017 state under the provisions of this subsection.

1018 Sec. 26. Section 20-306a of the general
1019 statutes is repealed and the following is
1020 substituted in lieu thereof:

1021 (a) The practice of or the offer to practice
1022 professional engineering in this state by
1023 individual licensed professional engineers or the
1024 practice of or the offer to practice land

1025 surveying in this state by individual licensed
1026 land surveyors under the corporate form or by a
1027 corporation OR LIMITED LIABILITY COMPANY, a
1028 material part of the business of which includes
1029 engineering or land surveying, is permitted,
1030 provided such personnel of such corporation OR
1031 LIMITED LIABILITY COMPANY as act in its behalf as
1032 engineers or land surveyors are licensed or
1033 exempted from licensure under the provisions of
1034 this chapter, and provided such corporation OR
1035 LIMITED LIABILITY COMPANY has been issued a
1036 certificate of registration by the board as
1037 provided herein. No such corporation OR LIMITED
1038 LIABILITY COMPANY shall be relieved of
1039 responsibility for the conduct or acts of its
1040 agents, employees or officers by reason of its
1041 compliance with the provisions of this section,
1042 nor shall any individual practicing engineering or
1043 land surveying be relieved of responsibility for
1044 engineering or land surveying services performed
1045 by reason of his employment or relationship with
1046 such corporation OR LIMITED LIABILITY COMPANY. All
1047 final drawings, specifications, plots, reports or
1048 other engineering or land surveying papers or
1049 documents involving the practice of engineering or
1050 land surveying which are prepared or approved by
1051 any such corporation OR LIMITED LIABILITY COMPANY
1052 or engineer or land surveyor for use of or for
1053 delivery to any person or for public record within
1054 this state shall be dated and bear the signature
1055 and seal of the engineer or land surveyor who
1056 prepared them or under whose supervision they were
1057 prepared.

1058 (b) A qualifying corporation OR LIMITED
1059 LIABILITY COMPANY desiring a certificate of
1060 registration shall file with the board an
1061 application upon a form prescribed by the
1062 Department of Consumer Protection accompanied by
1063 an application fee of four hundred fifty dollars.
1064 Each such certificate shall expire annually and
1065 shall be renewable annually upon payment of a fee
1066 of three hundred dollars. If all requirements of
1067 this chapter are met, the board shall authorize
1068 the department to issue to such corporation OR
1069 LIMITED LIABILITY COMPANY a certificate of
1070 registration within thirty days of such
1071 application; provided the board may refuse to
1072 authorize the issuance of a certificate if any

1073 facts exist which would entitle the board to
1074 suspend or revoke an existing certificate.

1075 (c) Each such corporation OR LIMITED LIABILITY
1076 COMPANY shall file with the board a designation of
1077 an individual or individuals licensed to practice
1078 engineering or land surveying in this state who
1079 shall be in charge of engineering or land
1080 surveying by such corporation OR LIMITED LIABILITY
1081 COMPANY in this state. Such corporation OR LIMITED
1082 LIABILITY COMPANY shall notify the board of any
1083 change in such designation within thirty days
1084 after such change becomes effective.

1085 Sec. 27. Section 20-306b of the general
1086 statutes is repealed and the following is
1087 substituted in lieu thereof:

1088 (a) One or more architects, each of whom is
1089 licensed under the provisions of chapter 390, one
1090 or more professional engineers or one or more land
1091 surveyors each of whom is licensed under the
1092 provisions of this chapter, may form a corporation
1093 OR LIMITED LIABILITY COMPANY for the joint
1094 practice of architecture, professional engineering
1095 and land surveying services, or for the joint
1096 practice of architecture and professional
1097 engineering services, or for the joint practice of
1098 architecture and land surveying services, or for
1099 the joint practice of professional engineering and
1100 land surveying services, provided (1) persons
1101 licensed as architects, engineers or land
1102 surveyors under chapter 390 or this chapter
1103 together own not less than two-thirds of the
1104 voting stock of the corporation OR NOT LESS THAN
1105 TWO-THIRDS OF THE VOTING INTERESTS OF THE LIMITED
1106 LIABILITY COMPANY, and the members of each
1107 profession forming the corporation OR LIMITED
1108 LIABILITY COMPANY together own at least twenty per
1109 cent of the voting stock of the corporation OR AT
1110 LEAST TWENTY PER CENT OF THE VOTING INTERESTS OF
1111 THE LIMITED LIABILITY COMPANY, (2) the personnel
1112 in responsible charge of the practice of
1113 architecture for such corporation OR LIMITED
1114 LIABILITY COMPANY shall be licensed under said
1115 chapter 390 and the personnel in responsible
1116 charge of the practice of engineering or land
1117 surveying for such corporation OR LIMITED
1118 LIABILITY COMPANY shall be licensed under this
1119 chapter, and (3) such corporation OR LIMITED
1120 LIABILITY COMPANY has been issued a joint

1121 certificate of registration by the Department of
1122 Consumer Protection at the direction of the
1123 Architectural Licensing Board and the appropriate
1124 members of the Board of Examiners for Professional
1125 Engineers and Land Surveyors designated to
1126 administer the provisions of this chapter with
1127 respect to professional engineers or land
1128 surveyors. Such corporation OR LIMITED LIABILITY
1129 COMPANY shall, upon request by the Architectural
1130 Licensing Board or the Board of Examiners for
1131 Professional Engineers and Land Surveyors, provide
1132 the requesting board with information concerning
1133 its officers, directors, MEMBERS, beneficial
1134 owners and all other aspects of its business
1135 organization. Corporations for joint practice in
1136 existence as of July 1, 1992, may continue to be
1137 governed by the provisions of this subsection as
1138 revised to 1989, provided the certificate issued
1139 under this section did not expire more than two
1140 years before that date.

1141 (b) Application by such corporation OR LIMITED
1142 LIABILITY COMPANY shall be made to both boards
1143 jointly on a form prescribed by said department
1144 and accompanied by an application fee of four
1145 hundred fifty dollars. Each such certificate shall
1146 expire annually but shall be renewable upon
1147 payment of a fee of three hundred dollars, if all
1148 requirements of said chapter 390 and this chapter
1149 with respect to corporate OR LIMITED LIABILITY
1150 COMPANY practice are met. The boards by joint
1151 action may refuse to authorize the issuance or
1152 renewal of a certificate if any facts exist which
1153 would entitle the boards to suspend or revoke an
1154 existing certificate.

1155 (c) Any corporation OR LIMITED LIABILITY
1156 COMPANY issued a certificate under this section
1157 shall be required to comply with all provisions of
1158 chapter 390 and this chapter with respect to
1159 corporate OR LIMITED LIABILITY COMPANY practice.

1160 (d) No such corporation OR LIMITED LIABILITY
1161 COMPANY shall be relieved of responsibility for
1162 the conduct or acts of its agents, employees,
1163 MEMBERS or officers by reason of its compliance
1164 with the provisions of this section, nor shall any
1165 individual practicing architecture, engineering or
1166 land surveying be relieved of responsibility for
1167 services performed by reason of his employment or

1168 relationship with such corporation OR LIMITED
1169 LIABILITY COMPANY.

1170 (e) All fees collected under this section
1171 shall be paid to the State Treasurer for deposit
1172 in the General Fund.

1173 (f) The Commissioner of Consumer Protection,
1174 with the advice and assistance of the
1175 Architectural Licensing Board and the appropriate
1176 members of the Board of Examiners for Professional
1177 Engineers and Land Surveyors designated to
1178 administer the provisions of this chapter with
1179 respect to professional engineers or land
1180 surveyors, shall adopt and promulgate regulations
1181 to carry out the administration of this section,
1182 in accordance with chapter 54.

1183 Sec. 28. Section 33-660 of the general
1184 statutes, as amended by section 7 of public act
1185 97-246, is repealed and the following is
1186 substituted in lieu thereof:

1187 (a) Each corporation that is required to file
1188 an annual report as provided in section 33-953
1189 shall continuously maintain in this state: (1) A
1190 registered office that may be the same as any of
1191 its places of business; and (2) a registered agent
1192 at such registered office, who may be: (A) A
1193 natural person who is a resident in this state;
1194 (B) a domestic corporation; [or] (C) a corporation
1195 not organized under the laws of this state and
1196 which has procured a certificate of authority to
1197 transact business or conduct its affairs in this
1198 state; (D) A DOMESTIC LIMITED LIABILITY COMPANY;
1199 OR (E) A LIMITED LIABILITY COMPANY NOT ORGANIZED
1200 UNDER THE LAWS OF THIS STATE AND WHICH HAS
1201 PROCURED A CERTIFICATE OF AUTHORITY TO TRANSACT
1202 BUSINESS OR CONDUCT ITS AFFAIRS IN THIS STATE. If
1203 a natural person is appointed as the registered
1204 agent, such appointment shall include such
1205 person's written consent to the appointment and
1206 the residence address of such person.

1207 (b) In addition to persons or entities who may
1208 act as a registered agent pursuant to subsection
1209 (a) of this section, a foreign corporation may
1210 appoint the Secretary of the State and his
1211 successors in office to act as its registered
1212 agent.

1213 Sec. 29. Section 33-1050 of the general
1214 statutes, as amended by section 48 of public act

1215 97-246, is repealed and the following is
1216 substituted in lieu thereof:

1217 (a) Each corporation that is required to file
1218 an annual report as provided in section 33-1243
1219 shall continuously maintain in this state: (1) A
1220 registered office that may be the same as any of
1221 its places of business; and (2) a registered agent
1222 at such registered office, who may be: (A) A
1223 natural person who is a resident in this state;
1224 (B) a domestic corporation or business
1225 corporation; [or] (C) a foreign corporation or
1226 foreign business corporation which has procured a
1227 certificate of authority to transact business or
1228 conduct affairs in this state; (D) A DOMESTIC
1229 LIMITED LIABILITY COMPANY; OR (E) A LIMITED
1230 LIABILITY COMPANY NOT ORGANIZED UNDER THE LAWS OF
1231 THIS STATE AND WHICH HAS PROCURED A CERTIFICATE OF
1232 AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
1233 IN THIS STATE. If a natural person is appointed as
1234 the registered agent, such appointment shall
1235 include such person's written consent to the
1236 appointment and the residence address of such
1237 person.

1238 (b) In addition to persons or entities who may
1239 act as a registered agent pursuant to subsection
1240 (a) of this section, a foreign corporation may
1241 appoint the Secretary of the State and his
1242 successors in office to act as its registered
1243 agent.

1244 Sec. 30. Subsection (a) of section 34-105 of
1245 the general statutes is repealed and the following
1246 is substituted in lieu thereof:

1247 (a) Any process, notice or demand in
1248 connection with any action or proceeding required
1249 or permitted by law to be served upon a limited
1250 liability company which is subject to the
1251 provisions of section 34-104, may be served upon
1252 the limited liability company's statutory agent
1253 for service by any proper officer or other person
1254 lawfully empowered to make service BY LEAVING A
1255 TRUE AND ATTESTED COPY OF THE PROCESS, NOTICE OR
1256 DEMAND WITH SUCH AGENT OR, IN THE CASE OF AN AGENT
1257 WHO IS A NATURAL PERSON, BY LEAVING IT AT SUCH
1258 AGENT'S USUAL PLACE OF ABODE IN THIS STATE.

1259 Sec. 31. Subdivision (2) of section 34-501 of
1260 the general statutes is repealed and the following
1261 is substituted in lieu thereof:

1262 (2) "Statutory trust" or "domestic statutory
1263 trust" means an unincorporated association which
1264 (A) is created by a trust instrument under which
1265 property is or will be held, managed,
1266 administered, controlled, invested, reinvested or
1267 operated, or business or professional activities
1268 are carried on or will be carried on, by a trustee
1269 or trustees for the benefit of such person or
1270 persons as are or may become entitled to a
1271 beneficial interest in the trust property,
1272 including but not limited to a trust of the type
1273 known at common law as a "business trust" or
1274 "Massachusetts trust" or "grantor trust", or a
1275 trust qualifying as a real estate investment trust
1276 under Section 856 et seq., of the United States
1277 Internal Revenue Code of 1986, or any subsequent
1278 corresponding internal revenue code of the United
1279 States, as from time to time amended, or a trust
1280 qualifying as a real estate mortgage investment
1281 conduit under Section 860D of the United States
1282 Internal Revenue Code of 1986, or any subsequent
1283 corresponding internal revenue code of the United
1284 States, as from time to time amended, and (B)
1285 files a certificate of trust pursuant to section
1286 34-503. Any such association organized before or
1287 after October 1, 1997, shall be a statutory trust
1288 and a separate legal entity. [A statutory trust
1289 may be organized to carry on any lawful business
1290 or activity, whether or not conducted for profit,
1291 and for any lawful purpose, including, without
1292 limitation, holding or otherwise taking title to
1293 property, whether in an active, passive or
1294 custodial capacity.]

1295 Sec. 32. (NEW) A statutory trust may be
1296 organized to carry on any lawful business or
1297 activity, whether or not conducted for profit, and
1298 for any lawful purpose, including, without
1299 limitation, holding or otherwise taking title to
1300 property, whether in an active, passive or
1301 custodial capacity.

1302 Sec. 33. Section 34-507 of the general
1303 statutes is repealed and the following is
1304 substituted in lieu thereof:

1305 [(a) No trustee of a statutory trust shall be
1306 required to be a resident of, or have a principal
1307 place of business in, this state.]

1308 [(b)] (a) Each statutory trust shall have and
1309 maintain a statutory agent for service in this

1310 state, as provided in this section. A statutory
1311 agent for service shall be either (1) a natural
1312 person who is a resident of this state; (2) a
1313 domestic corporation, a domestic limited liability
1314 company or a domestic statutory trust; or (3) any
1315 corporation, limited liability company or business
1316 trust not organized under the laws of this state
1317 and which has procured a certificate of authority
1318 to transact business or conduct affairs in this
1319 state.

1320 [(c)] (b) A statutory trust's statutory agent
1321 for service shall be appointed by filing with the
1322 Secretary of the State a written appointment in
1323 such form as the Secretary of the State shall
1324 prescribe setting forth: (1) The name of the
1325 statutory trust; (2) the name of the statutory
1326 agent for service; and (3) if the statutory agent
1327 is a natural person, the business and residence
1328 thereof; if the statutory agent is a corporation,
1329 limited liability company or business trust not
1330 organized under the laws of this state, the
1331 address of the principal office thereof in this
1332 state, if any. In each case, the address shall
1333 include the street and number or other particular
1334 designation. Each written appointment shall also
1335 be signed by the statutory agent for service
1336 therein appointed.

1337 [(d)] (c) If a statutory agent for service
1338 dies, dissolves, removes from the state or
1339 resigns, the statutory trust shall forthwith
1340 appoint another statutory agent for service. If
1341 the statutory agent for service changes his or its
1342 address within the state from that appearing upon
1343 the record in the office of the Secretary of the
1344 State, the statutory trust shall forthwith file
1345 with the Secretary of the State notice of the new
1346 address. A statutory agent for service may resign
1347 by filing with the Secretary of the State a signed
1348 statement in duplicate to that effect. The
1349 Secretary of the State shall forthwith file one
1350 copy and mail the other copy of the statement to
1351 the statutory trust at its principal office. Upon
1352 expiration of thirty days after such filing, the
1353 resignation shall be effective and the authority
1354 of such statutory agent for service shall
1355 terminate. The Secretary of the State shall be the
1356 statutory agent for service during such periods of
1357 time when the statutory trust has no other

1358 statutory agent for service in this state. A
1359 statutory trust may revoke the appointment of a
1360 statutory agent for service by making a new
1361 appointment as provided in this section and any
1362 new appointment so made shall revoke all
1363 appointments theretofore made.

1364 Sec. 34. Section 34-508 of the general
1365 statutes is repealed and the following is
1366 substituted in lieu thereof:

1367 [(a) A statutory trust shall have the power to
1368 sue and be sued in its own name. In furtherance of
1369 the foregoing, a statutory trust may be sued for
1370 debts and other obligations or liabilities
1371 contracted or incurred by the trustees, or by the
1372 duly authorized agents of such trustees, in the
1373 performance of their respective duties under the
1374 governing instrument of the statutory trust, and
1375 for any damages to persons or property resulting
1376 from the negligence of such trustees or agents
1377 acting in the performance of such respective
1378 duties. The property of a statutory trust shall be
1379 subject to attachment and execution as if it were
1380 a domestic corporation. Notwithstanding the
1381 foregoing provisions of this section, in the event
1382 that the governing instrument of a statutory
1383 trust, including a statutory trust which is a
1384 registered investment company under the Investment
1385 Company Act of 1940, as amended, 15 USC Sections
1386 80a-1 et seq., creates one or more series as
1387 provided in subdivision (2) of subsection (b) of
1388 section 34-517, and (1) separate and distinct
1389 records are maintained for any such series and the
1390 assets associated with any such series are held
1391 and accounted for separately from the assets of
1392 the statutory trust, or any other series thereof,
1393 (2) the governing instrument so provides, and (3)
1394 notice of the limitation on liabilities of series
1395 as referenced in this sentence is set forth in the
1396 certificate of trust of the statutory trust, then
1397 the debts, liabilities, obligations and expenses
1398 incurred, contracted for or otherwise existing
1399 with respect to a particular series shall be
1400 enforceable against the assets of such series only
1401 and not against the assets of the statutory trust
1402 generally.]

1403 [(b)] (a) A trustee of a statutory trust may
1404 be served with process in all civil actions or
1405 proceedings brought in this state involving or

1406 relating to the activities of the statutory trust
1407 or a violation by a trustee of a duty to the
1408 statutory trust or to any beneficial owner,
1409 whether or not the trustee is a trustee at the
1410 time suit is commenced. Every resident or
1411 nonresident of this state who accepts election or
1412 appointment or serves as a trustee of a statutory
1413 trust shall, by such acceptance or service, be
1414 deemed thereby to have consented to the
1415 appointment of the statutory agent of such
1416 statutory trust required by section 34-507, AS
1417 AMENDED, or, if there is none, the Secretary of
1418 the State, as such person's agent upon whom
1419 service of process may be made, as provided in
1420 this section. Such acceptance or service shall
1421 signal the consent of such trustee that any
1422 process when so served shall be of the same legal
1423 force and validity as if served upon such trustee
1424 within this state and such appointment of such
1425 statutory agent or, if there is none, the
1426 Secretary of the State, shall be irrevocable. NO
1427 TRUSTEE OF A STATUTORY TRUST SHALL BE REQUIRED TO
1428 BE A RESIDENT OF, OR HAVE A PRINCIPAL PLACE OF
1429 BUSINESS IN, THIS STATE.

1430 [(c)] (b) Any process, notice or demand in
1431 connection with any action or proceeding required
1432 or permitted by law to be served upon a statutory
1433 trust may be served upon the statutory trust's
1434 statutory agent for service by any proper officer
1435 or other person lawfully empowered to make
1436 service.

1437 [(d)] (c) If it appears from the records of
1438 the Secretary of the State that a statutory trust
1439 has failed to appoint or maintain a statutory
1440 agent for service, or if it appears by affidavit
1441 endorsed on the return of the officer or other
1442 proper person directed to serve any process,
1443 notice or demand upon such statutory trust's
1444 statutory agent for service appearing on the
1445 records of the Secretary of the State that such
1446 agent cannot, with reasonable diligence, be found
1447 at the address shown on such records as the
1448 agent's address, service of such process, notice
1449 or demand on such statutory trust may, when timely
1450 made, be made by such officer or other proper
1451 person by: (1) Leaving a true and attested copy
1452 thereof together with the required fee at the
1453 office of the Secretary of the State or depositing

1454 the same in the United States mails, by registered
1455 or certified mail, postage prepaid, addressed to
1456 such office; and (2) depositing in the United
1457 States mails, by registered or certified mail,
1458 postage prepaid, a true and attested copy thereof,
1459 together with a statement by such officer that
1460 service is being made pursuant to this section,
1461 addressed to such statutory trust at its principal
1462 office.

1463 [(e)] (d) The Secretary of the State shall
1464 file the copy of each process, notice or demand
1465 received by him as provided in subsection [(d)]
1466 (c) of this section and keep a record of the day
1467 and hour of such receipt. Service made as provided
1468 in this section shall be effective as of such day
1469 and hour.

1470 [(f)] (e) In the governing instrument of the
1471 statutory trust or other writing, a trustee may
1472 consent to be subject to the nonexclusive
1473 jurisdiction of the courts of, or arbitration in,
1474 a specified jurisdiction, or the exclusive
1475 jurisdiction of the courts of, or the exclusivity
1476 of arbitration in, this state, and to be served
1477 with legal process in the manner prescribed in
1478 such governing instrument of the statutory trust
1479 or other writing.

1480 [(g)] (f) Nothing contained in this section
1481 shall limit or affect the right to serve any
1482 process, notice or demand required or permitted by
1483 law to be served upon a statutory trust in any
1484 other manner permitted by law on or after October
1485 1, 1997. This section is an extension of, and not
1486 a limitation upon, the right otherwise existing of
1487 service of legal process upon nonresidents.

1488 [(h)] (g) The Superior Court may make all
1489 necessary rules respecting the form of process,
1490 the manner of issuance and return thereof and such
1491 other rules which may be necessary to implement
1492 this section and are not inconsistent with this
1493 section.

1494 [(i)] (h) A general or limited partnership,
1495 corporation or other nonnatural person formed or
1496 organized under the laws of any foreign country or
1497 other foreign jurisdiction or the laws of the
1498 United States or any state other than the state of
1499 Connecticut shall not be deemed to be doing
1500 business in this state solely by reason of its
1501 being a trustee of a statutory trust.

1502 Sec. 35. (NEW) A statutory trust shall have
1503 the power to sue and be sued in its own name. In
1504 furtherance of the foregoing, a statutory trust
1505 may be sued for debts and other obligations or
1506 liabilities contracted or incurred by the
1507 trustees, or by the duly authorized agents of such
1508 trustees, in the performance of their respective
1509 duties under the governing instrument of the
1510 statutory trust, and for any damages to persons or
1511 property resulting from the negligence of such
1512 trustees or agents acting in the performance of
1513 such respective duties. The property of a
1514 statutory trust shall be subject to attachment and
1515 execution as if it were a domestic corporation.
1516 Notwithstanding the foregoing provisions of this
1517 section, in the event that the governing
1518 instrument of a statutory trust, including a
1519 statutory trust which is a registered investment
1520 company under the Investment Company Act of 1940,
1521 as amended, 15 USC Sections 80a-1 et seq., creates
1522 one or more series as provided in subdivision (2)
1523 of subsection (b) of section 34-517 of the general
1524 statutes, and (1) separate and distinct records
1525 are maintained for any such series and the assets
1526 associated with any such series are held and
1527 accounted for separately from the assets of the
1528 statutory trust, or any other series thereof, (2)
1529 the governing instrument so provides, and (3)
1530 notice of the limitation on liabilities of series
1531 as referenced in this sentence is set forth in the
1532 certificate of trust of the statutory trust, then
1533 the debts, liabilities, obligations and expenses
1534 incurred, contracted for or otherwise existing
1535 with respect to a particular series shall be
1536 enforceable against the assets of such series only
1537 and not against the assets of the statutory trust
1538 generally.

1539 Sec. 36. Section 33-1002 of the general
1540 statutes is repealed and the following is
1541 substituted in lieu thereof:

1542 As used in sections 33-1000 to 33-1290, AS
1543 AMENDED, inclusive:

1544 (1) "Address" means location as described by
1545 the full street number, if any, street, city or
1546 town, state or country and not a mailing address
1547 such as a post office box.

1548 (2) "Board" or "board of directors" means the
1549 group of persons vested with management of the

1550 affairs of the corporation irrespective of the
1551 name by which such group is designated.

1552 (3) "Business corporation" means a corporation
1553 with capital stock or shares, incorporated under
1554 the laws of this state, whether general law or
1555 special act and whether before or after January 1,
1556 1997.

1557 (4) "Bylaws" means the code or codes of rules
1558 adopted for the regulation or management of the
1559 affairs of the corporation irrespective of the
1560 name or names by which such rules are designated.

1561 (5) "Certificate of incorporation" means the
1562 original certificate of incorporation or restated
1563 certificate of incorporation, all amendments
1564 thereto, and all certificates of merger or
1565 consolidation. In the case of a specially
1566 chartered corporation, the "certificate of
1567 incorporation" means the special charter of the
1568 corporation, including any portions of the
1569 charters of its predecessor companies which have
1570 continuing effect, and any amendments to the
1571 charter made by special act or pursuant to general
1572 law. In the case of a corporation formed before
1573 January 1, 1961, or of a specially chartered
1574 corporation, the "certificate of incorporation"
1575 includes those portions of any other corporate
1576 instruments or resolutions of current application
1577 in which are set out provisions of a sort which
1578 either (A) are required by sections 33-1000 to
1579 33-1290, inclusive, AS AMENDED, to be embodied in
1580 the certificate of incorporation or (B) are
1581 expressly permitted by said sections to be
1582 operative only if included in the certificate of
1583 incorporation. It also includes what were, prior
1584 to January 1, 1961, designated at law as
1585 agreements of association, articles of
1586 incorporation, charters and other such terms.

1587 (6) "Class" means all members that under the
1588 certificate of incorporation or sections 33-1000
1589 to 33-1290, inclusive, AS AMENDED, are entitled to
1590 vote and be counted together collectively on a
1591 matter at a meeting of members. All members
1592 entitled by the certificate of incorporation or
1593 said sections to vote generally on the matter are
1594 for that purpose a single class.

1595 (7) "Conspicuous" means so written that a
1596 reasonable person against whom the writing is to
1597 operate should have noticed it. For example,

1598 printing in italics or boldface or contrasting
1599 color, or typing in capitals or underlined, is
1600 conspicuous.

1601 (8) "Corporation" or "domestic corporation"
1602 means a corporation without capital stock or
1603 shares, which is not a foreign corporation,
1604 incorporated under the laws of this state, whether
1605 general law or special act and whether before or
1606 after January 1, 1997, but shall not include
1607 towns, cities, boroughs or any municipal
1608 corporation or department thereof.

1609 (9) "Deliver" [includes] MEANS any method
1610 [that is] OF DELIVERY used in conventional
1611 commercial practice [for furnishing information
1612 that allows for retention, retrieval and
1613 reproduction of the information by the person for
1614 whom it is furnished] INCLUDING DELIVERY BY HAND,
1615 MAIL, COMMERCIAL DELIVERY AND ELECTRONIC
1616 TRANSMISSION.

1617 (10) "Distribution" means a direct or indirect
1618 transfer of money or other property, or incurrance
1619 of indebtedness by a corporation to or for the
1620 benefit of its members in respect of any of its
1621 membership interests, or to or for the benefit of
1622 its officers or directors, provided the payment of
1623 reasonable compensation for services rendered, the
1624 reimbursement of reasonable expenses, the granting
1625 of benefits to members in conformity with the
1626 corporation's nonprofit purposes and the making of
1627 distributions upon dissolution or final
1628 liquidation as provided by sections 33-1000 to
1629 33-1290, inclusive, AS AMENDED, shall not be
1630 deemed a distribution.

1631 (11) "Document" includes anything delivered to
1632 the office of the Secretary of the State for
1633 filing under sections 33-1000 to 33-1290,
1634 inclusive, AS AMENDED.

1635 (12) "Effective date of notice" is defined in
1636 section 33-1003, AS AMENDED BY THIS ACT.

1637 (13) "ELECTRONIC TRANSMISSION" OR
1638 "ELECTRONICALLY TRANSMITTED" MEANS ANY PROCESS OF
1639 COMMUNICATION THAT IS SUITABLE FOR THE RETENTION,
1640 RETRIEVAL AND REPRODUCTION OF INFORMATION BY THE
1641 RECIPIENT AND WHICH DOES NOT DIRECTLY INVOLVE THE
1642 PHYSICAL TRANSFER OF PAPER.

1643 [(13)] (14) "Entity" includes a corporation
1644 and foreign corporation; business corporation and
1645 foreign business corporation; profit and nonprofit

1646 unincorporated association; business trust,
1647 estate, partnership, limited liability company,
1648 trust and two or more persons having a joint or
1649 common economic interest; and state, United
1650 States, or foreign government.

1651 [(14)] (15) "Foreign corporation" means any
1652 nonprofit corporation with or without capital
1653 stock which is not organized under the laws of
1654 this state.

1655 [(15)] (16) "Governmental subdivision"
1656 includes authority, county, district and
1657 municipality.

1658 [(16)] (17) "Includes" denotes a partial
1659 definition.

1660 [(17)] (18) "Individual" includes the estate
1661 of an incompetent or deceased individual.

1662 [(18)] (19) "Means" denotes an exhaustive
1663 definition.

1664 [(19)] (20) "Member" means a person having
1665 membership rights in a corporation in accordance
1666 with the provisions of its certificate of
1667 incorporation or bylaws.

1668 [(20)] (21) A corporation is "nonprofit" if no
1669 distribution may be made to its members, directors
1670 or officers.

1671 [(21)] (22) "Notice" is defined in section
1672 33-1003, AS AMENDED BY THIS ACT.

1673 [(22)] (23) "Person" includes individual and
1674 entity.

1675 [(23)] (24) "Principal office" of a domestic
1676 corporation means the address of the principal
1677 office of such corporation in this state, if any,
1678 as the same appears in the last annual report, if
1679 any, filed by such corporation with the Secretary
1680 of the State. If no principal office so appears,
1681 the corporation's "principal office" means the
1682 address in this state of the corporation's
1683 registered agent for service as last shown on the
1684 records of the Secretary of the State. In the case
1685 of a domestic corporation which has not filed such
1686 an annual report or appointment of registered
1687 agent for service, the "principal office" means
1688 the address of the principal place of affairs of
1689 such corporation in this state, if any, and if
1690 such corporation has no place of affairs in this
1691 state, its "principal office" shall be the office
1692 of the Secretary of the State.

1693 [(24)] (25) "Proceeding" includes civil suit
1694 and criminal, administrative and investigatory
1695 action.

1696 [(25)] (26) "Record date" means the date
1697 established under sections 33-1055 to 33-1077,
1698 inclusive, on which a corporation determines the
1699 identity of its members and their interests for
1700 purposes of sections 33-1000 to 33-1290,
1701 inclusive, AS AMENDED. The determinations shall be
1702 made as of the close of business on the record
1703 date unless another time for doing so is specified
1704 when the record date is fixed.

1705 [(26)] (27) "Secretary" means the corporate
1706 officer to whom under the bylaws or by the board
1707 of directors is delegated responsibility under
1708 subsection (c) of section 33-1109 for custody of
1709 the minutes of the meetings of the board of
1710 directors and of the members and for
1711 authenticating records of the corporation.

1712 [(27)] (28) "Secretary of the State" means the
1713 Secretary of the State of Connecticut.

1714 (29) "SIGN" OR "SIGNATURE" INCLUDES ANY
1715 MANUAL, FACSIMILE OR CONFORMED SIGNATURE.

1716 [(28)] (30) "State", when referring to a part
1717 of the United States, includes a state and
1718 commonwealth, and their agencies and governmental
1719 subdivisions, and a territory and insular
1720 possession, and their agencies and governmental
1721 subdivisions, of the United States.

1722 [(29)] "Transmitted by electronic means" means
1723 any process of communication not involving
1724 principally the physical transfer of paper.]

1725 [(30)] (31) "United States" includes any
1726 district, authority, bureau, commission,
1727 department and other agency of the United States.

1728 Sec. 37. Section 33-1003 of the general
1729 statutes, as amended by sections 41 and 42 of
1730 public act 97-246, is repealed and the following
1731 is substituted in lieu thereof:

1732 (a) Notice under sections 33-1000 to 33-1290,
1733 inclusive, AS AMENDED, shall be in writing unless
1734 oral notice is reasonable under the circumstances.
1735 [Notice transmitted or received electronically is
1736 in writing and is written notice if it is
1737 accomplished in a manner that is suitable for
1738 retention, retrieval and reproduction of the
1739 notice by the recipient.] WRITTEN NOTICE INCLUDES
1740 NOTICE BY ELECTRONIC TRANSMISSION.

1741 (b) Notice may be communicated in person, BY
1742 MAIL OR OTHER METHOD OF DELIVERY, OR by telephone,
1743 [telegraph, teletype or other form of wire or
1744 wireless communication, or by mail or private
1745 carrier] VOICE MAIL OR OTHER ELECTRONIC MEANS. If
1746 these forms of personal notice are impracticable,
1747 notice may be communicated by a newspaper of
1748 general circulation in the area where published,
1749 or by radio, television or other form of public
1750 broadcast communication.

1751 (c) Written notice by a domestic or foreign
1752 corporation to its member, if in a comprehensible
1753 form, is effective (1) upon deposit in the United
1754 States mail, as evidenced by the postmark, if
1755 mailed postage prepaid and correctly addressed to
1756 the member's address shown in the corporation's
1757 current record of members, OR (2) when
1758 ELECTRONICALLY transmitted [by facsimile or other
1759 electronic means if transmitted] to the member in
1760 [the] A manner authorized by the member. [for
1761 purposes of facsimile or electronic transmission,
1762 as the case may be.]

1763 (d) Written notice to a domestic or foreign
1764 corporation authorized to conduct affairs in this
1765 state may be addressed to its registered agent at
1766 its registered office or to the corporation or its
1767 secretary at its principal office shown in its
1768 most recent annual report or, in the case of a
1769 foreign corporation that has not yet delivered an
1770 annual report, in its application for a
1771 certificate of authority.

1772 (e) Except as provided in subsection (c),
1773 written notice, if in a comprehensible form, is
1774 effective at the earliest of the following: (1)
1775 When received; (2) five days after its deposit in
1776 the United States mail, [as evidenced by the
1777 postmark,] if mailed postage prepaid and correctly
1778 addressed; or (3) on the date shown on [any] THE
1779 RETURN receipt, [signed by or on behalf of the
1780 addressee obtained by a commercial delivery
1781 service or by the United States mail if sent by
1782 registered or certified mail, return receipt
1783 requested] IF SENT BY REGISTERED OR CERTIFIED MAIL
1784 OR A COMMERCIAL DELIVERY SERVICE, RETURN RECEIPT
1785 REQUESTED, AND THE RECEIPT IS SIGNED BY OR ON
1786 BEHALF OF THE ADDRESSEE.

1787 (f) Oral notice is effective when communicated
1788 if communicated in a comprehensible manner.

1789 (g) If sections 33-1000 to 33-1290, inclusive,
1790 AS AMENDED, prescribe notice requirements for
1791 particular circumstances, those requirements
1792 govern. If [the] A certificate of incorporation or
1793 bylaw prescribes notice requirements, not
1794 inconsistent with this section or other provisions
1795 of said sections, those requirements govern.

1796 (h) In computing the period of time of any
1797 notice required or permitted to be given by
1798 sections 33-1000 to 33-1290, inclusive, AS
1799 AMENDED, or under the provisions of the
1800 certificate of incorporation or bylaws of a
1801 corporation or of a resolution of members or
1802 directors, the day on which the notice is given
1803 shall be excluded, and the day on which the matter
1804 noticed is to occur shall be included, in the
1805 absence of a contrary provision.

1806 Sec. 38. Subsection (a) of section 33-1062 of
1807 the general statutes is repealed and the following
1808 is substituted in lieu thereof:

1809 A corporation that has members entitled to
1810 vote [,] shall hold a special meeting of members
1811 entitled to vote at the meeting: (1) On call of
1812 its board of directors or the person or persons
1813 authorized to do so by the certificate of
1814 incorporation or the bylaws; or (2) if the
1815 [holders of] MEMBERS HOLDING at least five per
1816 cent, or such other number or proportion as shall
1817 be provided in the bylaws, of all the votes
1818 entitled to be cast on any issue proposed to be
1819 considered at the proposed special meeting sign,
1820 date and deliver to the [corporation's secretary]
1821 CORPORATION one or more written demands for the
1822 meeting describing the purpose or purposes for
1823 which it is to be held. If [the secretary shall
1824 not,] A CALL FOR SUCH A SPECIAL MEETING IS NOT
1825 ISSUED within fifteen days after receipt of such
1826 members' request, [so call such meeting,] such
1827 members may call the meeting.

1828 Sec. 39. Subsection (a) of section 33-1064 of
1829 the general statutes is repealed and the following
1830 is substituted in lieu thereof:

1831 (a) Any action which, under any provision of
1832 sections 33-1000 to 33-1290, inclusive, AS
1833 AMENDED, may be taken at a meeting of members may
1834 be taken without a meeting by [consent] ONE OR
1835 MORE CONSENTS in writing, setting forth the action
1836 so taken or to be taken, signed by all of the

1837 persons who would be entitled to vote upon such
1838 action at a meeting, or by their duly authorized
1839 attorneys WHICH ACTION FOR PURPOSES OF THIS
1840 SUBSECTION SHALL BE REFERRED TO AS "UNANIMOUS
1841 WRITTEN CONSENT". The secretary shall file such
1842 consent or consents, or certify the tabulation of
1843 such consents and file such certificate, with the
1844 minutes of the meetings of the members. [Any
1845 consent or consents which become effective as
1846 provided herein] A UNANIMOUS WRITTEN CONSENT shall
1847 have the same force and effect as a vote of the
1848 members at a meeting duly held, and may be stated
1849 as such in any certificate or document filed under
1850 sections 33-1000 to 33-1290, inclusive, AS
1851 AMENDED.

1852 Sec. 40. (NEW) (a) At each meeting of members,
1853 a chairperson shall preside. The chairperson shall
1854 be appointed as provided in the bylaws or, in the
1855 absence of such provision, by the board of
1856 directors.

1857 (b) The chairperson, unless the certificate of
1858 incorporation or bylaws provide otherwise, shall
1859 determine the order of business and shall have the
1860 authority to establish rules for the conduct of
1861 the meeting.

1862 (c) Any rules adopted for, and the conduct of,
1863 the meeting shall be fair to members.

1864 (d) The chairperson of the meeting shall
1865 announce at the meeting when the polls close for
1866 each matter voted upon. If no announcement is
1867 made, the polls shall be deemed to have closed
1868 upon the final adjournment of the meeting. After
1869 the polls close, no ballots, proxies or votes, nor
1870 any revocations or changes thereto, may be
1871 accepted.

1872 Sec. 41. Section 33-1072 of the general
1873 statutes is repealed and the following is
1874 substituted in lieu thereof:

1875 (a) Unless the certificate of incorporation or
1876 bylaws provide otherwise, a member entitled to
1877 vote may vote in person or by proxy.

1878 (b) A member entitled to vote by proxy OR HIS
1879 AGENT OR ATTORNEY-IN-FACT may appoint a proxy to
1880 vote or otherwise act for the member by signing an
1881 appointment form [, either personally or by his
1882 attorney-in-fact] OR BY AN ELECTRONIC TRANSMISSION
1883 OF THE APPOINTMENT. AN ELECTRONIC TRANSMISSION
1884 MUST CONTAIN OR BE ACCOMPANIED BY INFORMATION FROM

1885 WHICH ONE CAN DETERMINE THAT THE MEMBER, THE
1886 MEMBER'S AGENT OR THE MEMBER'S ATTORNEY-IN-FACT
1887 AUTHORIZED THE ELECTRONIC TRANSMISSION.

1888 (c) An appointment of a proxy is effective
1889 when A SIGNED APPOINTMENT FORM OR AN ELECTRONIC
1890 TRANSMISSION OF THE APPOINTMENT IS received by the
1891 [secretary or other officer or agent] INSPECTOR OF
1892 ELECTION OR THE OFFICER OR AGENT OF THE
1893 CORPORATION authorized to tabulate votes. A
1894 photographic or similar reproduction of an
1895 appointment, or a telegram, cablegram, facsimile
1896 transmission, wireless or similar transmission of
1897 an appointment received by such person shall be
1898 sufficient to effect such appointment. An
1899 appointment is valid for eleven months unless a
1900 longer period is expressly provided in the
1901 appointment. [form.]

1902 (d) An appointment of a proxy is revocable by
1903 the member.

1904 (e) The death or incapacity of the member
1905 appointing a proxy does not affect the right of
1906 the corporation to accept the proxy's authority
1907 unless notice of the death or incapacity is
1908 received by the secretary or other officer or
1909 agent authorized to tabulate votes before the
1910 proxy exercises his authority under the
1911 appointment.

1912 (f) Subject to section 33-1073, AS AMENDED BY
1913 THIS ACT, and to any express limitation on the
1914 proxy's authority [appearing on the face of]
1915 STATED IN the appointment form OR ELECTRONIC
1916 TRANSMISSION OF THE APPOINTMENT, a corporation is
1917 entitled to accept the proxy's vote or other
1918 action as that of the member making the
1919 appointment.

1920 Sec. 42. Subsections (d) and (e) of section
1921 33-1073 of the general statutes are repealed and
1922 the following is substituted in lieu thereof:

1923 (d) The corporation and its officer or agent
1924 who accepts or rejects a vote, consent, waiver or
1925 proxy appointment in good faith and in accordance
1926 with the standards of this section OR SUBSECTION
1927 (b) OF SECTION 33-1072, AS AMENDED BY THIS ACT,
1928 are not liable in damages to the member for the
1929 consequences of the acceptance or rejection.

1930 (e) Corporate action based on the acceptance
1931 or rejection of a vote, consent, waiver or proxy
1932 appointment under this section OR SUBSECTION (b)

1933 OF SECTION 33-1072, AS AMENDED BY THIS ACT, is
1934 valid unless a court of competent jurisdiction
1935 determines otherwise.

1936 Sec. 43. (NEW) (a) A corporation may appoint
1937 one or more inspectors to act at a meeting of
1938 members and make a written report of the
1939 inspectors' determinations. Each inspector shall
1940 take and sign an oath faithfully to execute the
1941 duties of inspector with strict impartiality and
1942 according to the best of the inspector's ability.

1943 (b) The inspectors shall (1) ascertain the
1944 number of members entitled to vote and the voting
1945 power of each; (2) determine the members
1946 represented at a meeting; (3) determine the
1947 validity of proxies and ballots; (4) count all
1948 votes; and (5) determine the result.

1949 (c) An inspector may be an officer or employee
1950 of the corporation.

1951 Sec. 44. Subsection (a) of section 33-1119 of
1952 the general statutes, as amended by section 57 of
1953 public act 97-246, is repealed and the following
1954 is substituted in lieu thereof:

1955 (a) A corporation may, before final
1956 disposition of a proceeding, advance funds to pay
1957 for or reimburse the reasonable expenses incurred
1958 by a director who is a party to a proceeding
1959 because he is a director if he delivers to the
1960 corporation: (1) A written affirmation of his good
1961 faith belief that he has met the relevant standard
1962 of conduct described in section 33-1117, AS
1963 AMENDED, or that the proceeding involves conduct
1964 for which liability has been [eliminated] LIMITED
1965 under a provision of the certificate of
1966 incorporation as authorized by subdivision (4) of
1967 subsection (b) of section 33-1026, AS AMENDED; and
1968 (2) his written undertaking to repay any funds
1969 advanced if he is not entitled to mandatory
1970 indemnification under section 33-1118, AS AMENDED,
1971 and it is ultimately determined under section
1972 33-1120, AS AMENDED, or SECTION 33-1121, AS
1973 AMENDED, that he has not met the relevant standard
1974 of conduct described in section 33-1117, AS
1975 AMENDED.

1976 Sec. 45. Subsection (e) of section 33-1101 of
1977 the general statutes is repealed and the following
1978 is substituted in lieu thereof:

1979 (e) A committee may not, however: (1) Approve
1980 or recommend to members action that sections

1981 33-1000 to 33-1290, inclusive, AS AMENDED, require
1982 be approved by members; (2) fill vacancies on the
1983 board of directors or on any of its committees;
1984 (3) amend the certificate of incorporation; (4)
1985 adopt, amend or repeal bylaws; [or] (5) approve a
1986 plan of merger; [,] (6) approve a sale, lease,
1987 exchange or other disposition of all, or
1988 substantially all, of the property of a
1989 corporation, other than (A) in the usual and
1990 regular course of affairs of the corporation [,]
1991 OR (B) A MORTGAGE, PLEDGE OR OTHER ENCUMBRANCE
1992 DESCRIBED IN SUBDIVISION (2) OF SUBSECTION (a) OF
1993 SECTION 33-1165; or (7) approve a proposal to
1994 dissolve.

1995 Sec. 46. Subsection (c) of section 33-1173 of
1996 the general statutes, as amended by section 70 of
1997 public act 97-246, is repealed and the following
1998 is substituted in lieu thereof:

1999 (c) After the revocation of dissolution is
2000 authorized, the corporation may revoke the
2001 dissolution by delivering to the Secretary of the
2002 State for filing a certificate of revocation of
2003 dissolution that sets forth: (1) The name of the
2004 corporation; (2) the effective date of the
2005 dissolution that was revoked; (3) the date that
2006 the revocation of dissolution was authorized; (4)
2007 if the corporation's board of directors, or
2008 incorporators, revoked the dissolution, a
2009 statement to that effect; (5) if the corporation's
2010 board of directors revoked a dissolution
2011 authorized by members, a statement that revocation
2012 was permitted by action of the board of directors
2013 alone pursuant to that authorization; (6) if
2014 member action was required to revoke the
2015 dissolution, the information required by
2016 subdivision (3) of subsection (a) or subsection
2017 (b) of section 33-1172, AS AMENDED; and (7) if the
2018 name of the corporation whose dissolution is to be
2019 revoked is no longer available, be accompanied by
2020 an amendment of the certificate of incorporation
2021 which [identifies] CHANGES THE NAME OF THE
2022 CORPORATION TO an available name.

2023 Sec. 47. Subsection (d) of section 33-1004 of
2024 the general statutes is repealed and the following
2025 is substituted in lieu thereof:

2026 (d) The document shall be typewritten or
2027 printed or, if authorized by the Secretary of the

2028 State, ELECTRONICALLY transmitted. [by electronic
2029 means.]

2030 Sec. 48. Subsection (g) of section 33-1004 of
2031 the general statutes is repealed and the following
2032 is substituted in lieu thereof:

2033 (g) The person executing a document shall, if
2034 the document is typewritten or printed, sign it
2035 and state beneath or opposite his signature his
2036 name and the capacity in which he signs or, if the
2037 document is ELECTRONICALLY transmitted, [by
2038 electronic means,] affirm and authenticate the
2039 execution of the document in such manner as the
2040 Secretary of the State may prescribe as effective
2041 for those purposes. The document may but need not
2042 contain: (1) The corporate seal, (2) an
2043 attestation by the secretary or an assistant
2044 secretary, (3) an acknowledgment, verification or
2045 proof.

2046 Sec. 49. Subsection (a) of section 33-1006 of
2047 the general statutes is repealed and the following
2048 is substituted in lieu thereof:

2049 (a) Except as provided in subsection (b) of
2050 this section and subsection (c) of section
2051 33-1007, a document accepted for filing is
2052 effective: (1) At the time of filing on the date
2053 it is filed, as evidenced by the Secretary of the
2054 State's date and time endorsement on the original
2055 document or, when the document is ELECTRONICALLY
2056 transmitted, [by electronic means,] as evidenced
2057 by electronic means prescribed by the Secretary of
2058 the State for the purpose of recording
2059 electronically the date and time of filing; or (2)
2060 at the time specified in the document as its
2061 effective time on the date it is filed.

2062 Sec. 50. Subsection (d) of section 33-608 of
2063 the general statutes is repealed and the following
2064 is substituted in lieu thereof:

2065 (d) The document shall be typewritten or
2066 printed or, if authorized by the Secretary of the
2067 State, ELECTRONICALLY transmitted. [by electronic
2068 means.]

2069 Sec. 51. Subsection (g) of section 33-608 of
2070 the general statutes is repealed and the following
2071 is substituted in lieu thereof:

2072 (g) The person executing a document shall, if
2073 the document is typewritten or printed, sign it
2074 and state beneath or opposite his signature his
2075 name and the capacity in which he signs or, if the

2076 document is ELECTRONICALLY transmitted, [by
2077 electronic means,] affirm and authenticate the
2078 execution of the document in such manner as the
2079 Secretary of the State may prescribe as effective
2080 for those purposes. The document may but need not
2081 contain: (1) The corporate seal, (2) an
2082 attestation by the secretary or an assistant
2083 secretary, (3) an acknowledgment, verification or
2084 proof.

2085 Sec. 52. Subsection (a) of section 33-610 of
2086 the general statutes is repealed and the following
2087 is substituted in lieu thereof:

2088 (a) Except as provided in subsection (b) of
2089 this section and subsection (c) of section 33-611,
2090 a document accepted for filing is effective: (1)
2091 At the time of filing on the date it is filed, as
2092 evidenced by the Secretary of the State's date and
2093 time endorsement on the original document or, when
2094 the document is ELECTRONICALLY transmitted, [by
2095 electronic means,] as evidenced by electronic
2096 means prescribed by the Secretary of the State for
2097 the purpose of recording electronically the date
2098 and time of filing; or (2) at the time specified
2099 in the document as its effective time on the date
2100 it is filed.

2101 Sec. 53. Section 33-1057 of the general
2102 statutes is repealed and the following is
2103 substituted in lieu thereof:

2104 (a) A corporation may impose fines or
2105 penalties on members if provided in bylaws duly
2106 adopted by a two-thirds vote of members entitled
2107 to vote and, if the fine or penalty applies to
2108 members not entitled to vote, by a two-thirds vote
2109 as a class of such members not otherwise entitled
2110 to vote. Such fine or penalty shall not exceed the
2111 higher of the (1) annual dues or assessment or (2)
2112 initiation fee, if any.

2113 (b) A corporation may levy dues or assessments
2114 against members if provided in a bylaw provision
2115 duly adopted (1) by the affirmative vote of at
2116 least two-thirds of the members of each class of
2117 members, voting as a class, to which the levy
2118 applies, even though any such class of members is
2119 not otherwise entitled to vote, or (2) by the
2120 directors if the directors are authorized to do so
2121 by a bylaw provision adopted by the affirmative
2122 vote of at least two-thirds of the members of each
2123 class of members, voting as a class, to which a

2124 levy may apply, even though any such class of
2125 members is not otherwise entitled to vote.

2126 (c) For purposes of this section, the
2127 corporation's initial bylaws adopted by (1) the
2128 incorporators or (2) the board of directors shall
2129 be deemed to have been adopted by all the members
2130 entitled to vote thereon, if any.

2131 (d) NOTWITHSTANDING ANY LIMITATION ON THE
2132 AMOUNT OF A FINE OR PENALTY SET FORTH IN
2133 SUBSECTION (a) OF THIS SECTION, A CORPORATION
2134 ORGANIZED UNDER SECTIONS 33-1000 TO 33-1290,
2135 INCLUSIVE, OR ANY PREDECESSOR STATUTES, THAT IS A
2136 TRADE ASSOCIATION OR OTHER PROFESSIONAL
2137 ORGANIZATION EXEMPT FROM TAXATION UNDER SECTION
2138 501(c)(6) OF THE INTERNAL REVENUE CODE OF 1986, OR
2139 ANY SUBSEQUENT CORRESPONDING INTERNAL REVENUE CODE
2140 OF THE UNITED STATES, AS FROM TIME TO TIME
2141 AMENDED, MAY IMPOSE A FINE ON A MEMBER, NOT TO
2142 EXCEED THE AMOUNT SET FORTH IN THE BYLAWS, FOR THE
2143 VIOLATION OF A CODE OF ETHICS OR OTHER CODE OF
2144 CONDUCT UPON MAJORITY VOTE OF ITS BOARD OF
2145 DIRECTORS IN ACCORDANCE WITH ITS BYLAWS, PROVIDED
2146 THE ARTICLES OF ASSOCIATION OR BYLAWS OF THE
2147 CORPORATION CONTAIN A WRITTEN PROVISION WHEREBY
2148 MEMBERS AGREE TO BE BOUND BY SUCH CODE OF ETHICS
2149 OR CODE OF CONDUCT AS A CONDITION OF MEMBERSHIP.

2150 Sec. 54. Section 47-12 of the general statutes
2151 is repealed and the following is substituted in
2152 lieu thereof:

2153 Any person, corporation, [or] limited
2154 liability company OR LIMITED LIABILITY PARTNERSHIP
2155 owning real estate or having an interest therein
2156 whose name has been changed, any corporation which
2157 has been merged into or consolidated with another,
2158 and any general or limited partnership which has
2159 converted to a limited liability company OR
2160 LIMITED LIABILITY PARTNERSHIP, shall, within sixty
2161 days after the change, merger, consolidation or
2162 conversion file with the town clerk of the town in
2163 which the real estate is located a certificate,
2164 duly acknowledged, giving the name before and
2165 after the change, merger, consolidation or
2166 conversion and the town clerk shall record and
2167 index the certificate in the land records.

2168 Sec. 55. (NEW) Notwithstanding any other
2169 provision of the general statutes, on application
2170 of a judgment creditor or his attorney, stating
2171 that a judgment remains unsatisfied and the amount

2172 due thereon, and subject to the expiration of any
2173 stay of enforcement and expiration of any right of
2174 appeal, the clerk of the court in which the money
2175 judgment was rendered shall issue an execution
2176 against any winnings of the judgment debtor
2177 pursuant to chapter 226 or 229a of the general
2178 statutes, as amended, as the case may be. The
2179 execution shall be directed to (1) the State
2180 Comptroller who shall withhold any order of the
2181 State Treasurer, or (2) the president of the
2182 Connecticut Lottery Corporation, as the case may
2183 be, for payment due from winnings pursuant to
2184 chapter 226 or 229a, of the general statutes, as
2185 amended, to such judgment debtor until the
2186 judgment is satisfied.

2187 Sec. 56. (NEW) The Connecticut Lottery
2188 Corporation may establish a reasonable fee for any
2189 administrative expenses associated with executions
2190 made pursuant to section 55 of this act, including
2191 the cost to the Connecticut Lottery Corporation of
2192 any fee that may be imposed by the clerk of the
2193 court. The amount of the fee shall reflect the
2194 direct and indirect costs of processing the
2195 executions by said corporation.

2196 Sec. 57. (NEW) The right of any person to a
2197 lottery prize that is paid in instalments over
2198 time awarded pursuant to section 12-568 of the
2199 general statutes, revision of 1958, revised to
2200 January 1, 1995, or section 12-812 of the general
2201 statutes, may be voluntarily assigned, in whole or
2202 in part, pursuant to the provisions of section 58
2203 of this act.

2204 Sec. 58. (NEW) (a) Except as provided in
2205 section 59 of this act, no assignment of a lottery
2206 prize, in whole or in part, shall be valid unless
2207 it is executed pursuant to and approved in
2208 accordance with this section. Any such assignment
2209 shall entitle the assignee to receive, to the
2210 extent assigned, the lottery prize to which the
2211 assignor would be entitled. Such assignment shall
2212 be in writing and executed by the assignor. Such
2213 assignment shall be accompanied by an affidavit,
2214 signed and sworn to by the assignor before a
2215 proper authority, stating that the assignor (1) is
2216 of sound mind and not acting under duress, (2) has
2217 been advised by independent legal counsel and has
2218 received independent financial and tax advice
2219 concerning the assignment, (3) understands that he

2220 will not receive lottery prize payments or
2221 portions thereof for the time period assigned, (4)
2222 has received a disclosure statement as provided in
2223 subsection (b) of this section, and (5) at the
2224 time of the execution of the assignment, was
2225 informed in writing by the assignee that the
2226 assignor had the right to cancel the assignment no
2227 later than three business days following the date
2228 on which the assignment was signed.

2229 (b) The assignee shall provide to the assignor
2230 a one-page written disclosure statement in at
2231 least ten-point bold type setting forth (1) the
2232 payments being assigned, by amount and payment
2233 dates, (2) the purchase price being paid for the
2234 assignment of such lottery prize, (3) the rate of
2235 discount to present value, assuming daily
2236 compounding and funding on the date of assignment,
2237 and (4) the amount, if any, of origination or
2238 closing fees that will be charged to the assignor.

2239 (c) Upon payment of an entry fee of
2240 seventy-five dollars, the assignee shall submit
2241 the assignment to the Superior Court for the
2242 judicial district in which the assignor resides or
2243 where the Connecticut Lottery Corporation is
2244 located for review and approval by the court. If,
2245 upon review of the assignment and accompanying
2246 affidavit, the court determines that the
2247 requirements of subsection (a) of this section
2248 have been met, the court shall approve the
2249 assignment.

2250 Sec. 59. (NEW) No person may assign a lottery
2251 prize if (1) such person is liable for support
2252 under the provisions of section 52-362d of the
2253 general statutes, as amended, (2) such person is
2254 liable for any debt owed to the state under
2255 section 4a-12 of the general statutes, (3) such
2256 person who does not assign any prize payments
2257 would be subject to an immediate income tax
2258 liability for the value of the entire prize rather
2259 than annual income tax liability for each
2260 instalment when paid, as determined by a technical
2261 rule letter, revenue ruling or other public ruling
2262 of the Internal Revenue Service, (4) a court of
2263 competent jurisdiction issues a published decision
2264 that such person who does not assign any prize
2265 payments would be subject to an immediate income
2266 tax liability for the value of the entire prize
2267 rather than annual income tax liability for each

2268 instalment when paid, or (5) the Connecticut
2269 Lottery Corporation receives such letter or ruling
2270 from the Internal Revenue Service or a published
2271 decision of a court of competent jurisdiction and
2272 the corporation files such letter, ruling or
2273 decision with the Secretary of the State.

2274 Sec. 60. (NEW) (a) The Connecticut Lottery
2275 Corporation may establish a reasonable fee for any
2276 administrative expenses associated with
2277 assignments made pursuant to section 58 of this
2278 act, including the cost to the Connecticut Lottery
2279 Corporation of any processing fee that may be
2280 imposed by a private annuity provider. The amount
2281 of the fee shall reflect the direct and indirect
2282 costs of processing the assignments by said
2283 corporation.

2284 (b) The Connecticut Lottery Corporation shall
2285 be discharged of all further liability to the
2286 assignor upon payment of any lottery prize
2287 pursuant to an assignment made in accordance with
2288 section 58 of this act.

2289 Sec. 61. Section 52-584a of the general
2290 statutes is repealed and the following is
2291 substituted in lieu thereof:

2292 (a) No action or arbitration, whether in
2293 contract, in tort, or otherwise, (1) to recover
2294 damages (A) for any deficiency in the design,
2295 planning, contract administration, supervision,
2296 observation of construction or construction of, OR
2297 LAND SURVEYING IN CONNECTION WITH, an improvement
2298 to real property; (B) for injury to property, real
2299 or personal, arising out of any such deficiency;
2300 (C) for injury to the person or for wrongful death
2301 arising out of any such deficiency, or (2) for
2302 contribution or indemnity which is brought as a
2303 result of any such claim for damages shall be
2304 brought against any architect, [or] professional
2305 engineer OR LAND SURVEYOR performing or furnishing
2306 the design, planning, supervision, [or]
2307 observation of construction or construction of, OR
2308 LAND SURVEYING IN CONNECTION WITH, such
2309 improvement more than seven years after
2310 substantial completion of such improvement.

2311 (b) Notwithstanding the provisions of
2312 subsection (a) of this section, in the case of
2313 such an injury to property or the person or such
2314 an injury causing wrongful death, which injury
2315 occurred during the seventh year after such

2316 substantial completion, an action in tort to
2317 recover damages for such an injury or wrongful
2318 death may be brought within one year after the
2319 date on which such injury occurred, irrespective
2320 of the date of death, but in no event may such an
2321 action be brought more than eight years after the
2322 substantial completion of construction of such an
2323 improvement.

2324 (c) For purposes of subsections (a) and (b) of
2325 this section, an improvement to real property
2326 shall be considered substantially complete when
2327 (1) it is first used by the owner or tenant
2328 thereof or (2) it is first available for use after
2329 having been completed in accordance with the
2330 contract or agreement covering the improvement,
2331 including any agreed changes to the contract or
2332 agreement, whichever occurs first.

2333 (d) The limitation prescribed by this section
2334 shall not be asserted by way of defense by any
2335 person in actual possession or the control, as
2336 owner, tenant or otherwise, of such an improvement
2337 at the time any deficiency in such an improvement
2338 constitutes the proximate cause of the injury or
2339 death for which it is proposed to bring action.

2340 Sec. 62. This act shall take effect July 1,
2341 1998, except that sections 55 to 61, inclusive,
2342 shall take effect October 1, 1998, and be
2343 applicable to any action or arbitration brought on
2344 or after said date with respect to a land survey
2345 performed or furnished on or after said date.

* * * * *

"THE FOLLOWING FISCAL IMPACT STATEMENT AND BILL ANALYSIS ARE PREPARED FOR THE BENEFIT OF MEMBERS OF THE GENERAL ASSEMBLY, SOLELY FOR PURPOSES OF INFORMATION, SUMMARIZATION AND EXPLANATION AND DO NOT REPRESENT THE INTENT OF THE GENERAL ASSEMBLY OR EITHER HOUSE THEREOF FOR ANY PURPOSE."

* * * * *

FISCAL IMPACT STATEMENT - BILL NUMBER SHB 5694

STATE IMPACT	See Explanation Below
MUNICIPAL IMPACT	None
STATE AGENCY(S)	Secretary of the State, Judicial Department, Connecticut Lottery Corporation, Department of Revenue Services

EXPLANATION OF ESTIMATES:

STATE IMPACT: Since the fee for incorporating as a partnership or limited liability corporation are the same, allowing certain professionals to form limited liability corporations, is not expected to have an impact on the revenue collected by the Secretary of the State. As of January, 1998, 406 corporations of this type were registered with the Department of Consumer Protection.

Requiring that stock and nonstock corporations file interim notices of changes of directors or officers could result in a minimal revenue gain.

In addition, establishing filing fees for nonprofit corporations is expected to result in a revenue gain. The exact extent of the revenue gain cannot be determined at this time.

The CLC has permitted the assignment of lottery prizes under administrative regulations since 10/97. About 80 winners out of over 1100, have chosen to assign all or part of their annual payments since 10/97. The jackpots for these winners range from \$100,000 to over \$6 million. Prize assignment may be made for: (1) the

entire remaining period of the annuity payments, (2) a portion of the remaining period, or (3) a portion of each annual payment.

Since 10/97 the Judicial Department has heard actions concerning lottery assignment as "quiet title actions." The fee for this type of action is \$185.

Based on data from other states, about 250, or 20% to 25%, of the approximately 1100 lottery winners currently receiving annuities can be expected to assign their prizes. In addition, 3 to 5 of the estimated 15 people in each future year who will win lottery prizes paid via annuities, can be expected to assign their prizes.

Lottery prize assignment results in an acceleration of General Fund revenue for Personal Income Tax collections in the portion of a taxpayer's lottery prize that is assigned. Since the amount of lottery winnings that will be assigned, when the assignments will occur and the number of taxpayers involved is unknown, the gain cannot be determined.

The \$75 Judicial Department entry fee created by the bill is expected to result in a minimal General Fund revenue increase. The workload increase to the Judicial Department for reviewing assignment documents is expected to be handled within normal budgetary resources.

The bill permits the CLC to establish a reasonable fee to cover the administrative cost for assignment-related work. Under its 10/97 regulations, the CLC established a \$500 fee to cover these costs.

The inclusion of land surveyors in the statute of limitations currently applicable to architects and professional engineers extends the period within which a person may bring a claim against a land surveyor to seven years, or eight years if the injury resulted in wrongful death, up from a time limit of two to three years. This timeframe extension could result in an increase in the amount of cases that might be brought against land surveyors and an associated cost to the court system that would require a redistribution of resources.

The amount of cases specifically related to land surveyors is not available. However, according to Judicial Department records, during 1997 there was an average of 506 cases related to construction contracts and an average of 82 cases specifically related to state and local construction contracts pending at the end of each month. An average of 113 cases of malpractice tort (excluding medical and legal) were pending at the end of each month during 1997.

It should be noted that SHB 5021, (the revised Appropriations Act for FY 1998-99, as favorably reported by the Appropriations Committee) includes \$870,000 in partial-year funding for the addition of five judges, associated staff, expenses and sheriffs to more properly address civil case backlogs. This funding is the first phase of an anticipated three year phase-in of 15 more judges for this effort at a cumulative cost of \$7.8 million at the end of three years.

House "A" made technical changes that did not alter the fiscal impact of the original bill.

House "B" added the provisions concerning the assignment of lottery winnings.

House "C" extended the statute of limitations to land surveyors.

* * * * *

OLR AMENDED BILL ANALYSIS

SHB 5694 (as amended by House "A," "B," and "C")*

AN ACT CONCERNING CORPORATIONS AND OTHER BUSINESS ORGANIZATIONS

SUMMARY: This bill (1) makes numerous changes to laws dealing with corporations, limited liability companies, and statutory trusts; (2) contains provisions dealing with the assignment of lottery winnings; and (3) extends to some claims involving land surveyors the statute of limitations that applies to architects and engineers for negligent design, supervision, or construction of property improvements.

The bill establishes rules for how a shareholder's meeting must be conducted, including voting rules allowing corporations that are not publicly traded to make it easier or harder to call special meetings. It requires publicly traded corporations to appoint inspectors for shareholders' meetings to deal with voting issues. The bill makes several changes relating to the appointment of a proxy, including allowing it to be done by electronic transmission. It establishes certain rules for shareholder and member actions without a meeting through consents to action. It requires corporations to file with the secretary of the state an interim notice of changes of their directors or officers. The bill permits a limited liability company (LLC) to act as a registered agent for service of process for a stock or nonstock corporation and specifies how process may be served on an LLC's agent.

The bill authorizes professional engineers or land surveyors to form an LLC to the same extent and under the same conditions that they may form a corporation. It authorizes the joint practice of architects, professional engineers, and land surveyors through an LLC to the same extent and under the same conditions that they may do so through a corporation. The bill eliminates the 90-day grace period from the penalty that applies to foreign corporations, limited partnerships, limited liability partnerships, LLCs, and statutory trusts that operate in Connecticut without registering with the secretary of the state within 90 days after they start operating here.

The bill also makes numerous changes to the corporation laws relating to fees for filing certain nonstock corporation documents with the secretary of the state and the duty of corporations to report the residence address of their officials. Also, the bill makes several technical changes concerning sending notices and other communications by e-mail and other forms of electronic communications.

The bill specifies that a nonstock corporation committee may approve the mortgage, pledge, or otherwise encumber any or all of the corporation's property.

The bill requires members holding at least five percent of all votes entitled to be cast to send written demand

to the nonprofit corporation instead of to the corporation's secretary when they wish to demand a special meeting.

The bill removes from the list of acceptable trust designations "ST" or "S.T."

The bill:

1. establishes a procedure for the voluntary assignment of all, or some, of any lottery winnings paid in installments (currently, Lotto, Powerball, and some win-for-life instant games);
2. makes the Connecticut Lottery Corporation (CLC) immune from liability to the prize winner once it pays any lottery prize pursuant to a valid assignment; and
3. establishes a procedure for judgment creditors to collect from the lottery winning or other game winnings of judgment debtors.

*House Amendment "A" (1) authorizes nonprofit corporations to appoint inspectors to handle certain duties regarding voting at meetings of the corporations members; (2) specifies certain things a nonstock corporation's committee can do; (3) allows tax exempt nonprofit trade associations to impose fines on members for certain code violations; (4) requires limited liability partnerships that own real estate to file a certificate with town clerks when they change their name and requires partnerships that own real estate and convert to a limited liability partnership to do the same; (5) eliminates a provision of the bill allowing stock corporations that are not publically traded to make it easier or more difficult for shareholders to call for a special meeting; and (6) makes numerous technical changes to the nonstock corporation law to conform with technical changes made to the stock corporation law.

*House Amendment "B" contains the provisions relating to the lottery and makes these provisions effective October 1, 1998.

*House Amendment "C" establishes a new statute of

limitations for claims against land surveyors and makes this provision effective October 1, 1998.

EFFECTIVE DATE: July 1, 1998 except the provisions dealing with the lottery and with land surveyors takes effect October 1, 1998.

FURTHER EXPLANATION

Conduct of Shareholders Meetings

The bill requires a chairperson to preside at each stock corporation's shareholders' or nonstock corporation's members' meeting. The board of directors appoints the chairperson unless a different method is established in the corporation's bylaws. Unless the certificate of incorporation or by laws provide otherwise, the chairperson determines the order of business and has the authority to establish rules to conduct the meeting. The bill requires rules of conduct adopted for the meeting, as well as the conduct of the meeting itself, to be fair to shareholders. He must announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls are deemed to have closed when the meeting is adjourned. After the polls close, no ballots, proxies, or votes, or any changes to them, may be accepted.

The bill requires publicly traded corporations to appoint one or more inspectors to act at a shareholders' meeting. Their duties include counting the votes and determining the number of shares outstanding and the voting power of each, the shares represented at a meeting, the validity of proxies and ballots, and the voting results. Inspectors must take and sign an oath faithfully to execute their duties with strict impartiality and to the best of their ability. Inspectors may be officers or employees of the corporation.

This duty to appoint inspectors applies only to corporations with shares listed on a national securities exchange or regularly traded in a market maintained by one or more members of a national association. The bill authorizes, but does not require, all other stock and nonstock corporations to appoint inspectors.

Appointment of a Proxy

The bill allows a shareholder of a stock corporation or member of a nonstock corporation, his agent, or attorney in fact to appoint a proxy by an electronic transmission which contains or is accompanied by information from which one can determine that the shareholder, member, agent, or attorney-in-fact authorized the transmission. The bill defines "electronic transmission" as any communication process not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient.

The bill requires that, in order to be accepted, a proxy appointment form or electronic transmission be signed. The bill defines "sign" or "signature" as any manual, facsimile, or conformed signature. It eliminates the requirement that a statement indicating a proxy is irrevocable be conspicuous in order for that statement to be effective.

Shareholders Actions Without a Meeting

Under current law, any corporate action that may be taken at a shareholders' meeting may be taken without a meeting if the shareholders consent. The bill requires that each consent contain the date it was signed. Under the bill, no written consent is effective to authorize the corporate action it refers to unless the corporation receives, within 60 days of the earliest date appearing on a consent delivered to it, written consents signed by enough shareholders to take corporate action. A written consent can be revoked by a writing to that effect received by the corporation before it receives enough unrevoked written consents to take the action.

Interim Notices of Changes Directors or Officers

The bill requires a stock or nonstock corporation to file interim notices of changes of directors or officers with the secretary of the state if these changes occur more than 30 days before the month during which its next annual report becomes due. The fee for filing such notice is \$10. The notice must include (1) the corporation's name; (2) the name, title, and business and residence address of any new director or

officer; and (3) the name and title of any director or officer who no longer holds office.

If good cause is shown, the secretary of the state may accept business addresses only, instead of both business and residential addresses. Under the bill, good cause includes, but is not limited to, a showing that public disclosure of the residences may expose their personal security to significant risk.

Any change of officers or directors occurring within the 30-day period must be reflected on the corporation's next annual report.

Practice of Engineering or Land Surveying by LLCs

The bill allows the practice of professional engineering by licensed engineers or the practice of land surveying by licensed land surveyors through an LLC if (1) a material part of the business includes engineering or surveying, (2) those who work on its behalf are licensed engineers or land surveyors or exempt from licensure, and (3) the LLC has been issued a certificate of registration by the Board of Examiners for Professional Engineers and Land Surveyors.

The engineers and surveyors are not relieved of responsibility for the engineering or land surveying services they perform. All final documents they prepare must have their signature and seal.

An LLC desiring registration must file an application with the board and a \$450 application fee. The registration expires annually and is renewable upon payment of a \$300 fee. The LLC must file with the board a designation of an individual or individuals licensed to practice who are in charge of engineering or land surveying. The LLC must notify the board of any change within 30 days after it becomes effective.

Joint Architects, Engineers, and Land Surveyors LLC

The bill authorizes licensed architects, professional engineers, or land surveyors to form an LLC for the joint practice of these services if: (1) people with such licenses together own at least two-thirds of the LLC's voting interests, (2) members of each profession forming the LLC together own at least 20% of its voting

interests, (3) the personnel in charge of the practice of each discipline is licensed to do so, and (4) the LLC has been issued a joint certificate of registration by the Department of Consumer Protection. The LLC must, upon request by the licensing board, provide information concerning its officers, members, beneficial owners, and all other aspects of its business organization.

The LLC must apply to both licensing boards (architects and engineers and land surveyors) accompanied by a fee of \$450. The registration is annually renewable for a \$300 fee.

No architect, engineer, or land surveyor is relieved of responsibility for services he performed because of his relationship with the LLC.

Monthly Penalty for Unrequested Foreign Business

Under current law, foreign (out-of-state) businesses that operate in Connecticut without registering with the secretary of the state are exempt from the \$165 penalty for operating without registering for the first three months they operate without registration. The bill instead exempts them from the monthly penalty only if they register within 90 days after they start transacting business here. Foreign businesses include corporations, limited liability partnerships, LLCs, and statutory trusts.

Nonprofit Corporation - Filing Fees

The bill authorizes the secretary of the state to charge and collect the following fees for filing documents for and issuing certificates to nonprofit corporations:

Application to reserve, register, renew, or cancel corporate name registration	\$30
Transfer of reserved corporate name	\$30
Certificate of revocation of dissolution	\$10
Interim notice of change of directors or officers	\$10

Service of Process on an LLC

The bill specifies that process may be served on an LLC's agent for service of process by either leaving a copy with the agent, or if the agent is a person, by leaving it at the usual place he resides in Connecticut.

Foreign Corporations - Residence Addresses

By law, the secretary of the state may allow a stock or nonstock foreign corporation to apply for a certificate of authority to transact business in Connecticut without providing the residence addresses of its directors and officers if good cause is shown. The bill specifies that good cause includes, but is not limited to, a showing that public disclosure of these residence addresses might expose their personal security to a significant risk.

Fines by Trade Associations

The bill authorizes a nonstock corporation that is a trade association or other organization exempt from taxation under the Internal Revenue Code to impose a fine on a member for violating a code of ethics or other code of conduct up to an amount specified in its bylaws. Corporations may do so only if their article of association or bylaws allow members to agree to be bound by such a code as a condition of membership and the authority to impose the fine is approved by a majority of directors in accordance with their bylaws.

Limited Liability Partnerships--Change of Name and Mergers

The bill requires limited liability partnerships that own real estate or have an interest in it whose name has been changed, within 60 days after the change, to file with the town clerk of the town where the real estate is located a certificate giving its old and new name. The clerk must record and index the certificate on the land records. The bill imposes this same requirement on any general or limited partnership which has been converted to a limited liability partnership. The filing must occur within 60 days after the conversion.

Lottery Assignment

To be valid, the bill requires the assignment to (1) consist of all or part of the prize the lottery winner (assignor) would otherwise be entitled to, (2) be written and executed by him, and (3) be accompanied by an affidavit sworn and signed by him.

The recipient of the assignment (assignee) must pay a \$75 entry fee and have the assignment reviewed and approved by the Superior Court in the judicial district where the assignor lives or the Connecticut Lottery Corporation is located. The court must approve any valid assignment after reviewing it and the accompanying affidavit.

Assignment Affidavit

The bill requires the assignor to appear before a proper authority and sign and swear to an affidavit that he:

1. is of sound mind and not acting under duress;
2. has received independent legal, financial, and tax advice regarding the assignment;
3. understands that he will not receive the assigned portion of the prize during the assignment period;
4. has received a disclosure statement from the assignor; and
5. at the time of execution, received written notice from the assignee that he (the assignor) has three business days to cancel the assignment after it was signed.

Disclosure Statement

The assignee must give the assignor a one-page statement written in at least 10-point bold type that states the:

1. assigned payment amounts and dates;
2. assignment purchase price;

3. discount rate, assuming daily compounding and funding on the assignment date; and
4. amount of any origination or closing fees charged to the assignor.

CLC Fees

The lottery corporation may establish a reasonable assignment-related administrative fee that includes processing expenses it incurs.

Exceptions

No one may assign a lottery prize if:

1. he owes child support to the state;
2. he owes the state for the support of relatives for whom he is legally liable;
3. by doing so, pursuant to an Internal Revenue Service technical letter or public ruling or a published court decision, he would avoid paying taxes on the full value of the entire prize; or
4. the CLC receives such a letter, ruling, or decision regarding the winner and files it with the secretary of the state.

Post-Judgment Remedy

By law, the clerk of the court in which a money judgment was rendered may issue an execution against any lottery or other game winnings due the judgment debtor. The bill requires the execution to be directed to the state comptroller or CLC president. (The state comptroller used to write lottery checks for some prizes. But since all annuities for making prize payments were transferred to CLC pursuant to PA 97-233, the state comptroller no longer writes any checks for lottery prize winnings.)

Before execution is issued, the (1) judgment creditor or his attorney must state the amount of the judgment and that it remains unsatisfied and (2) stay of enforcement and the right to appeal must have expired.

The bill authorizes the CLC to establish a reasonable fee for administrative expenses associated with executions, including any court costs it must pay. The fee must reflect direct and indirect processing costs.

Land Surveyor Statute of Limitations

Land surveyors are not currently covered by any statute of limitations that applies explicitly to them. Four general statutes may apply to claims brought against them: (1) six years for breach of written contracts; (2) three years for oral contracts; (3) three years from the act or omission complained of for some torts; or (4) two years from the date on which the injury is sustained or discovered, but no more than three years from the act or omission complained of, for injuries to the person or to property. A court might extend the limitations period for tort claims further if it concluded that a land surveyor had a continuing duty to warn people about errors in his survey. But this has not yet happened for land surveyors.

The bill establishes a single statute of limitations for claims involving work done by land surveyors in connection with construction projects. It applies to all actions or arbitrations (whether in contract, tort or based on other legal theories) involving defective land surveys performed or furnished on or after October 1, 1998. Under the bill, all such claims for wrongful death or injuries to persons or property must be brought (1) within seven years of the substantial completion of the project or (2) within eight years of substantial completion if based on deaths or injuries to persons or property occurring during the seventh year.

The bill also requires that any claim seeking to have a land surveyor pay all or some portion of a money judgment entered against another party must be brought within seven years after the substantial completion of the project. Finally, it prohibits anyone in actual control of the improved property, including owners or tenants, from using this statute of limitations to avoid liability in a lawsuit.

The bill does not change existing limitations periods for claims involving land surveys made for some other purpose, such as in conjunction with the sale of land.

BACKGROUND**Child Support Obligations**

By law, anyone who applies for state aid assigns his right to present, past, or future support to the state. The Department of Administrative Services is responsible for collecting such debts. The court may also order child support payments to be made to the department.

Legally Liable Relative

"Liable Relative" means the spouse of anyone receiving public assistance or aid, care, or treatment in a state humane institution. It also means the parent of any such person under age 18.

1996 Lottery Assignment Law

PA 96-236 prohibited anyone from assigning lottery winnings except to (1) the estate of a deceased winner, (2) anyone entitled to such winnings as specified in an appropriate judicial order, or (3) the state for satisfaction of a delinquent child support obligation. The act was effective from June 6, 1996 until July 1, 1996 when it was repealed by PA 96-212.

Bill History

The House referred the bill on April 8 to the Finance Committee, which reported it unchanged on April 16.

COMMITTEE ACTION

Judiciary Committee

Joint Favorable Report
Yea 39 Nay 0

Finance, Revenue and Bonding Committee

Joint Favorable Report
Yea 38 Nay 1