



WISCONSIN LEGISLATIVE COUNCIL ACT MEMO

2017 Wisconsin Act 79
[2017 Senate Bill 285]

**Corporation Shareholder
Meetings**

BACKGROUND

Under current law, a corporation that is incorporated in Wisconsin or subject to Wisconsin's business corporation law ("corporation"), may hold its annual shareholders' meeting, any special shareholders' meeting, and any court-ordered shareholders' meeting in or outside of Wisconsin at the place stated in or fixed in accordance with the bylaws. If no place is stated or fixed in the bylaws, the corporation must hold the annual meeting at its principal office.

Current law also provides that before a shareholders' meeting, a corporation must prepare a list of the names of all of its shareholders entitled to notice of the meeting. The corporation must make this list available for inspection by any shareholder, for a certain period of time at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. The corporation must also make the list available for shareholder inspection during the meeting.

2017 WISCONSIN ACT 79

2017 Wisconsin Act 79 ("the Act") provides that a corporation's bylaws may authorize the board of directors, in its sole discretion, to determine that the annual or special shareholders' meeting will be held solely by means of remote communication if the corporation does all of the following:

- Implements reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxy of a shareholder.
- Implements reasonable measures to provide shareholders and proxies of shareholders a reasonable opportunity to participate in the meeting and to vote on

This memo provides a brief description of the Act. For more detailed information, consult the text of the law and related legislative documents at the Legislature's Web site at: <http://www.legis.wisconsin.gov>.

matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting concurrently with the proceedings.

- Maintains a record of voting or action by any shareholder or proxy of a shareholder that votes or takes other action at the meeting by means of remote communication.

The Act also authorizes a court to determine that a court-ordered shareholders' meeting may be held solely by means of remote communication if the corporation complies with all of the requirements listed above related to remote communication.

Related to shareholder lists, the Act provides the following:

- Authorizes a corporation to make the shareholder list available on a reasonably accessible electronic network if the information required to gain access to the list is provided with the notice of the meeting.
- If the corporation determines that the list will be made available on an electronic network, authorizes a corporation to take reasonable steps to ensure that information in the shareholder list is available only to shareholders of the corporation.
- If the shareholder meeting is held solely by means of remote communication, requires: (1) the list to be open to the examination of any shareholder during the entire time of the meeting on a reasonably accessible electronic network; and (2) the information required to access the list be provided with the notice of the meeting.

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