

1999 ASSEMBLY BILL 60

January 21, 1999 – Introduced by Representatives JENSEN, PLALE and WARD.
Referred to Committee on Financial Institutions.

1 **AN ACT to renumber** 180.0724 (1); **to amend** 180.0722 (7) and 180.0722 (8) (a);
2 **to repeal and recreate** 180.0722 (2); and **to create** 180.0103 (7m) and
3 180.0724 (1e) of the statutes; **relating to:** the appointment of a proxy by a
4 shareholder in a business corporation.

Analysis by the Legislative Reference Bureau

Under current law, a shareholder in a business corporation may vote his or her shares in the corporation by proxy. To appoint a proxy, a shareholder or his or her attorney-in-fact must sign an appointment form.

This bill permits a shareholder to appoint a proxy either in writing or by transmitting or authorizing the transmission of an electronic transmission to the person who will be appointed as proxy. Under the bill, “electronic transmission” means internet transmission, touch-tone telephonic transmission, the transmission of a telegram or cablegram or any other similar form of reliable communication.

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows:

5 **SECTION 1.** 180.0103 (7m) of the statutes is created to read:

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1 180.0103 **(7m)** “Electronic transmission” means internet transmission,
2 touch-tone telephonic transmission, transmission of a telegram or cablegram or any
3 other similar form of reliable communication.

4 **SECTION 2.** 180.0722 (2) of the statutes is repealed and recreated to read:

5 180.0722 **(2)** (a) A shareholder entitled to vote at a meeting of shareholders, or
6 to express consent or dissent in writing to any corporate action without a meeting of
7 shareholders, may authorize another person to act for the shareholder by appointing
8 the person as proxy.

9 (b) Without limiting the manner in which a shareholder may appoint a proxy
10 under par. (a), a shareholder or the shareholder’s authorized officer, director,
11 employe, agent or attorney-in-fact may do any of the following:

12 1. Appoint a proxy in writing by signing the writing or causing his or her
13 signature to be affixed to the writing by any reasonable means, including, but not
14 limited to, by facsimile signature.

15 2. Appoint a proxy by transmitting or authorizing the transmission of an
16 electronic transmission to the person who will be appointed as proxy or to a proxy
17 solicitation firm, proxy support service organization or like agent appointed as proxy
18 to receive the transmission. Every electronic transmission shall contain, or be
19 accompanied by, information that can be used to reasonably determine that the
20 shareholder transmitted or authorized the transmission of the electronic
21 transmission. Any person charged with determining whether a shareholder
22 transmitted or authorized the transmission of the electronic transmission shall
23 specify the information upon which the determination is made.

24 (c) Any copy, facsimile telecommunication or other reliable reproduction of the
25 information in the writing under par. (b) 1. or the electronic transmission under par.

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1 (b) 2. may be substituted or used in lieu of the original writing or electronic
2 transmission for any purpose for which the original writing or electronic
3 transmission could be used, but only if the copy, facsimile telecommunication or other
4 reliable reproduction is a complete reproduction of the information in the original
5 writing or electronic transmission.

6 **SECTION 3.** 180.0722 (7) of the statutes is amended to read:

7 180.0722 (7) Subject to s. 180.0724 and to any express limitation on the proxy's
8 authority appearing ~~on the face of the appointment form~~ in or on the form of
9 appointment, a corporation may accept the proxy's vote or other action as that of the
10 shareholder making the appointment.

11 **SECTION 4.** 180.0722 (8) (a) of the statutes is amended to read:

12 180.0722 (8) (a) Notwithstanding sub. (4), may be revoked at any time by
13 openly stating the revocation at a shareholder meeting or appointing a new proxy in
14 ~~writing~~ the manner provided under sub. (2) (b).

15 **SECTION 5.** 180.0724 (1) of the statutes is renumbered 180.0724 (1r).

16 **SECTION 6.** 180.0724 (1e) of the statutes is created to read:

17 180.0724 (1e) In this section, "signed" means the placing of the shareholder's
18 name or other authorization, by the shareholder or the shareholder's authorized
19 officer, director, employe, agent or attorney-in-fact, in or on the proxy appointment
20 form by manual signature or by electronic transmission in the manner provided
21 under s. 180.0722 (2).

22 (END)