

1999 DRAFTING REQUEST

Assembly Amendment (AA-ASA1-AB133)

Received: **06/23/99**

Received By: **champra**

Wanted: **Soon**

Identical to LRB:

For: **Assembly Republican Caucus**

By/Representing: **Dake**

This file may be shown to any legislator: **NO**

Drafter: **champra**

May Contact:

Alt. Drafters:

Subject: **Bus. Assn. - corporations**

Extra Copies:

Pre Topic:

ARC:.....Dake - Am #219.

Topic:

Appointment of a proxy by shareholder in a business corporation

Instructions:

See Attached.

Drafting History:

<u>Vers.</u>	<u>Drafted</u>	<u>Reviewed</u>	<u>Typed</u>	<u>Proofed</u>	<u>Submitted</u>	<u>Jacketed</u>	<u>Required</u>
/?	champra 06/23/99	jgeller 06/23/99		_____			
/1			martykr 06/23/99	_____	lrb_docadmin 06/24/99		

FE Sent For:

<END>

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ARC:.....Dake - Am  #219,

Topic:

Appointment of a proxy by shareholder in a business corporation

*per Brian Dake, use
99s0077/2*

Instructions:

See Attached.

Drafting History:

<u>Vers.</u>	<u>Drafted</u>	<u>Reviewed</u>	<u>Typed</u>	<u>Proofed</u>	<u>Submitted</u>	<u>Jacketed</u>	<u>Required</u>
1?	champra	<i>11/23 jg</i>	<i>km/53</i>	<i>km/53</i>			

FE Sent For:

<END>

KAC

To Be Drafted

Agency

Amendment#

ARC Analyst

LRB#

Tax Cut

Summary

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

The amendment permits a shareholder to appoint a proxy in writing or by transmitting or authorizing the transmission of an electronic transmission to the person appointed as proxy. The amendment defines "electronic transmission" as internet transmission, touch-tone telephone transmission, transmission of a telegram or cablegram or any other similar form of reliable communication.

Fiscal Impact

None.

Statement of Intent

Financial Institutions. Appointment of a proxy by a shareholder in a business corporation. 50077/2

Request#

Wednesday, June 23, 1999

1999

Date (time) needed soon

LRB b 1120 11

**CAUCUS BUDGET AMENDMENT
[ONLY FOR CAUCUS]**

RAC: jlg:

See form **AMENDMENTS — COMPONENTS & ITEMS.**

*WFO -
Fix request
sheet*

**CAUCUS AMENDMENT
TO ASSEMBLY SUBSTITUTE AMENDMENT 1
TO 1999 ASSEMBLY BILL 133**

>>FOR CAUCUS SUPERAMENDMENT — NOT FOR INTRODUCTION<<

At the locations indicated, amend the substitute amendment as follows: ✓

#. Page , line :

#. Page , line :

#. Page , line :

#. Page , line :

#. Page , line :

#. Page , line :

**SENATE SUBSTITUTE AMENDMENT ,
TO 1999 ASSEMBLY BILL 60**

1 **AN ACT to renumber and amend** 180.0141 (5) (b); **to amend** 180.0103 (16),
2 180.0141 (2) (a), 180.0141 (3), 180.0722 (3), 180.0722 (4) (a) (intro.), 180.0722
3 (7), 180.0722 (8) (a), 180.0724 (4) and 180.0724 (5); **to repeal and recreate**
4 180.0103 (6) and 180.0722 (2); and **to create** 180.0103 (7m) and 180.0141 (5)
5 (b) 2. of the statutes; **relating to:** the appointment of a proxy by a shareholder
6 in a business corporation and use of electronic transmission in business
7 corporation practices.

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

#. Page 1179, line 1179: after that line insert:

SECTION 1. 180.0103 (6) of the statutes is repealed and recreated to read:

180.0103 (6) "Deliver" or "delivery" means any method of delivery used in
conventional commercial practice, including delivery by hand, mail, commercial
delivery and electronic transmission.

SECTION 2. 180.0103 (7m) of the statutes is created to read:

2 2 3 04 CM

1 180.0103 (7m) "Electronic transmission" or "electronically transmitted"
2 means internet transmission, telephonic transmission, electronic mail
3 transmission, transmission of a telegram, cablegram or datagram or any other form
4 or process of communication that does not directly involve the physical transfer of
5 paper and that is suitable for the retention, retrieval and reproduction of information
6 by the recipient.

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SECTION 3. 180.0103 (16) of the statutes is amended to read:

8 180.0103 (16) "Signed" or "signature" includes any manual, facsimile,
9 conformed or electronic signature or any symbol executed or adopted by a party with
10 present intention to authenticate a writing or electronic transmission.

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SECTION 4. 180.0141 (2) (a) of the statutes is amended to read:

12 180.0141 (2) (a) A person shall give notice in writing, except as provided in par.

13 (b). For purposes of this section, notice by electronic transmission is written notice.

2304 fb

14

SECTION 5. 180.0141 (3) of the statutes is amended to read:

15 180.0141 (3) Except as provided in s. 180.0721 (4) or unless otherwise provided
16 in the articles of incorporation or bylaws, notice may be communicated in person, ;
17 by telephone, telegraph, teletype, ~~facsimile or other form of wire or wireless~~
18 ~~communication, or by mail or private carrier, and, if mail or other method of delivery;~~
19 by telephone, including voice mail, answering machine or answering service; or by
20 any other electronic means. If these forms of personal notice are impracticable,

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SECTION 6. 180.0141 (5) (b) of the statutes is renumbered 180.0141 (5) (b)

24 (intro.) and amended to read:

1 180.0141 (5) (b) (intro.) Written notice by a domestic corporation or foreign
2 corporation to its shareholder is effective when under any of the following conditions:

3 1. When mailed and may be, but only if mailed postpaid and addressed to the
4 shareholder's address shown in the domestic corporation's or foreign corporation's
5 current record of shareholders.

6 ^{2304gb} SECTION ~~8~~ ^{2329gb} 180.0141 (5) (b) 2. of the statutes is created to read:

7 180.0141 (5) (b) 2. When electronically transmitted to the shareholder in a
8 manner authorized by the shareholder. ⁽⁰⁴⁾

9 ^{2329gb} SECTION ~~8~~ ^{3 M} 180.0722 (2) of the statutes is repealed and recreated to read:

10 180.0722 (2) (a) A shareholder entitled to vote at a meeting of shareholders, or
11 to express consent or dissent in writing to any corporate action without a meeting of
12 shareholders, may authorize another person to act for the shareholder by appointing
13 the person as proxy. An appointment of a proxy may be in durable form as provided
14 in s. 243.07.

15 (b) Without limiting the manner in which a shareholder may appoint a proxy
16 under par. (a), a shareholder or the shareholder's authorized officer, director,
17 employe, agent or attorney-in-fact may use any of the following as a valid means to
18 make such an appointment:

19 1. Appointment of a proxy in writing by signing or causing the shareholder's
20 signature to be affixed to an appointment form by any reasonable means, including,
21 but not limited to, by facsimile signature.

22 2. Appointment of a proxy by transmitting or authorizing the transmission of
23 an electronic transmission of the appointment to the person who will be appointed
24 as proxy or to a proxy solicitation firm, proxy support service organization or like
25 agent authorized to receive the transmission by the person who will be appointed as

1 proxy. Every electronic transmission shall contain, or be accompanied by,
2 information that can be used to reasonably determine that the shareholder
3 transmitted or authorized the transmission of the electronic transmission. Any
4 person charged with determining whether a shareholder transmitted or authorized
5 the transmission of the electronic transmission shall specify the information upon
6 which the determination is made.

7 (c) Any copy, facsimile telecommunication or other reliable reproduction of the
8 information in the appointment form under par. (b) 1. or the electronic transmission
9 under par. (b) 2. may be substituted or used in lieu of the original appointment form
10 or electronic transmission for any purpose for which the original appointment form
11 or electronic transmission could be used, but only if the copy, facsimile
12 telecommunication or other reliable reproduction is a complete reproduction of the
13 information in the original appointment form or electronic transmission.

14 SECTION 9. 180.0722 (3) of the statutes is amended to read:

15 180.0722 (3) An appointment of a proxy is effective when a signed appointment
16 form or an electronic transmission of the appointment is received by the secretary
17 or other inspector of election or the officer or agent of the corporation authorized to
18 tabulate votes. An appointment is valid for 11 months from the date of its signing
19 unless a different period is expressly provided in the appointment form.

20 SECTION 10. 180.0722 (4) (a) (intro.) of the statutes is amended to read:

21 180.0722 (4) (a) (intro.) An appointment of a proxy is revocable ~~by the~~
22 shareholder unless the appointment form conspicuously or electronic transmission
23 states that it is irrevocable and the appointment is coupled with an interest.
24 Appointments coupled with an interest include, but are not limited to, the
25 appointment of any of the following:

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1 SECTION 11. 180.0722 (7) of the statutes is amended to read:
 2 180.0722 (7) Subject to s. 180.0724 and to any express limitation on the proxy's
 3 authority ~~appearing on the face of~~ stated in the appointment form or electronic
 4 transmission, a corporation may accept the proxy's vote or other action as that of the
 5 shareholder making the appointment.

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6 SECTION 12. 180.0722 (8) (a) of the statutes is amended to read:
 7 180.0722 (8) (a) Notwithstanding sub. (4), may be revoked at any time by
 8 openly stating the revocation at a shareholder meeting or appointing a new proxy in
 9 writing the manner provided under sub. (2) (b).

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10 SECTION 13. 180.0724 (4) of the statutes is amended to read:
 11 180.0724 (4) The corporation and its officer or agent who accepts or rejects a
 12 vote, consent, waiver or proxy appointment in good faith and in accordance with this
 13 section or s. 180.0722 (2) are not liable in damages to the shareholder for the
 14 consequences of the acceptance or rejection.

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15 SECTION 14. 180.0724 (5) of the statutes is amended to read:
 16 180.0724 (5) Corporate action based on the acceptance or rejection of a vote,
 17 consent, waiver or proxy appointment under this section or s. 180.0722 (2) is valid
 18 unless a court of competent jurisdiction determines otherwise.)) ✓



State of Wisconsin
1999 - 2000 LEGISLATURE

LRBb1120/1
RAC;jlg:km

ARC:.....Dake - Am #219, Appointment of a proxy by shareholder in a
business corporation

FOR 1999-01 BUDGET — NOT READY FOR INTRODUCTION

CAUCUS AMENDMENT

TO ASSEMBLY SUBSTITUTE AMENDMENT 1,

TO 1999 ASSEMBLY BILL 133

1 At the locations indicated, amend the substitute amendment as follows:

2 **1.** Page 1179, line 5: after that line insert:

3 **“SECTION 2304c.** 180.0103 (6) of the statutes is repealed and recreated to read:

4 180.0103 (6) “Deliver” or “delivery” means any method of delivery used in
5 conventional commercial practice, including delivery by hand, mail, commercial
6 delivery and electronic transmission.

7 **SECTION 2304cm.** 180.0103 (7m) of the statutes is created to read:

8 180.0103 (7m) “Electronic transmission” or “electronically transmitted”
9 means internet transmission, telephonic transmission, electronic mail
10 transmission, transmission of a telegram, cablegram or datagram or any other form

1 or process of communication that does not directly involve the physical transfer of
2 paper and that is suitable for the retention, retrieval and reproduction of information
3 by the recipient.

4 **SECTION 2304dm.** 180.0103 (16) of the statutes is amended to read:

5 180.0103 (16) “Signed” or “signature” includes any manual, facsimile,
6 conformed or electronic signature or any symbol executed or adopted by a party with
7 present intention to authenticate a writing or electronic transmission.

8 **SECTION 2304ed.** 180.0141 (2) (a) of the statutes is amended to read:

9 180.0141 (2) (a) A person shall give notice in writing, except as provided in par.
10 (b). For purposes of this section, notice by electronic transmission is written notice.

11 **SECTION 2304fb.** 180.0141 (3) of the statutes is amended to read:

12 180.0141 (3) Except as provided in s. 180.0721 (4) or unless otherwise provided
13 in the articles of incorporation or bylaws, notice may be communicated in person, ;
14 by telephone, telegraph, teletype, facsimile or other form of wire or wireless
15 communication, or by mail or private carrier, and, if mail or other method of delivery;
16 by telephone, including voice mail, answering machine or answering service; or by
17 any other electronic means. If these forms of personal notice are impracticable,
18 notice may be communicated by a newspaper of general circulation in the area where
19 published, or by radio, television or other form of public broadcast communication.

20 **SECTION 2304fh.** 180.0141 (5) (b) of the statutes is renumbered 180.0141 (5)

21 (b) (intro.) and amended to read:

22 180.0141 (5) (b) (intro.) Written notice by a domestic corporation or foreign
23 corporation to its shareholder is effective when under any of the following conditions:

1 1. When mailed and may be, but only if mailed postpaid and addressed to the
2 shareholder's address shown in the domestic corporation's or foreign corporation's
3 current record of shareholders.

4 **SECTION 2304gb.** 180.0141 (5) (b) 2. of the statutes is created to read:

5 180.0141 (5) (b) 2. When electronically transmitted to the shareholder in a
6 manner authorized by the shareholder.

7 **SECTION 2304gm.** 180.0722 (2) of the statutes is repealed and recreated to
8 read:

9 180.0722 (2) (a) A shareholder entitled to vote at a meeting of shareholders, or
10 to express consent or dissent in writing to any corporate action without a meeting of
11 shareholders, may authorize another person to act for the shareholder by appointing
12 the person as proxy. An appointment of a proxy may be in durable form as provided
13 in s. 243.07.

14 (b) Without limiting the manner in which a shareholder may appoint a proxy
15 under par. (a), a shareholder or the shareholder's authorized officer, director,
16 employe, agent or attorney-in-fact may use any of the following as a valid means to
17 make such an appointment:

18 1. Appointment of a proxy in writing by signing or causing the shareholder's
19 signature to be affixed to an appointment form by any reasonable means, including,
20 but not limited to, by facsimile signature.

21 2. Appointment of a proxy by transmitting or authorizing the transmission of
22 an electronic transmission of the appointment to the person who will be appointed
23 as proxy or to a proxy solicitation firm, proxy support service organization or like
24 agent authorized to receive the transmission by the person who will be appointed as
25 proxy. Every electronic transmission shall contain, or be accompanied by,

1 information that can be used to reasonably determine that the shareholder
2 transmitted or authorized the transmission of the electronic transmission. Any
3 person charged with determining whether a shareholder transmitted or authorized
4 the transmission of the electronic transmission shall specify the information upon
5 which the determination is made.

6 (c) Any copy, facsimile telecommunication or other reliable reproduction of the
7 information in the appointment form under par. (b) 1. or the electronic transmission
8 under par. (b) 2. may be substituted or used in lieu of the original appointment form
9 or electronic transmission for any purpose for which the original appointment form
10 or electronic transmission could be used, but only if the copy, facsimile
11 telecommunication or other reliable reproduction is a complete reproduction of the
12 information in the original appointment form or electronic transmission.

13 **SECTION 2304gz.** 180.0722 (3) of the statutes is amended to read:

14 180.0722 (3) An appointment of a proxy is effective when a signed appointment
15 form or an electronic transmission of the appointment is received by the secretary
16 or other inspector of election or the officer or agent of the corporation authorized to
17 tabulate votes. An appointment is valid for 11 months from the date of its signing
18 unless a different period is expressly provided in the appointment form.

19 **SECTION 2304hd.** 180.0722 (4) (a) (intro.) of the statutes is amended to read:

20 180.0722 (4) (a) (intro.) An appointment of a proxy is revocable ~~by the~~
21 ~~shareholder~~ unless the appointment form conspicuously or electronic transmission
22 states that it is irrevocable and the appointment is coupled with an interest.
23 Appointments coupled with an interest include, but are not limited to, the
24 appointment of any of the following:

25 **SECTION 2304hL.** 180.0722 (7) of the statutes is amended to read:

