

## State Corporation Commission 2008 Fiscal Impact Statement

**1. Bill Number:** SB146

House of Origin    ☐ Introduced    ☐ Substitute    ☒ Engrossed  
Second House    ☐ In Committee    ☐ Substitute    ☐ Enrolled

**2. Patron:** Stosch

**3. Committee:** Passed Senate; Communicated to House

**4. Title:** **Stock and nonstock corporations; authorizes SCC to correct Commission records at any time.**

**5. Summary:** Stock and nonstock corporations. Authorizes the State Corporation Commission to correct Commission records at any time to eliminate clerical errors and eliminate filings made by a person without the authority of the stock or nonstock corporation. The measure clarifies that actions required to be adopted, as well as actions required to be taken, at a shareholders meeting may be adopted or taken without a meeting. The requirement that a stock corporation give nonvoting shareholders written notice of certain actions not less than 15 days before the action becomes effective is repealed. A provision that allowed an exception to the requirement that, unless otherwise provided in the articles of incorporation, each class of share be allowed to vote as a separate voting group on a proposed amendment to the articles that would increase or decrease the aggregate number of authorized shares of the class is repealed. Other elements revise provisions relating to the time limit on the commencement of proceedings to enforce a claim against a dissolved corporation, limitations on remedial actions, maintaining records with respect to beneficial owners whose shares are held by a nominee, and proceedings to determine the security to be provided for claims involving a dissolved corporation. The current provision that bars the filing of articles of correction more than 30 days after the effective date of the certificate relating to the articles to be corrected that was repealed in the introduced bill version of the bill has been restored, and the period within which a shareholder is required to file a petition asserting that a certification contains a misstatement of a material fact is increased from 10 to 30 days after the effective date of the certificate.

**6. Fiscal Impact Estimates:** Minimal. See Item 8.

**7. Budget Amendment Necessary:** No

**8. Fiscal Implications:** This bill has a minimal fiscal impact on the State Corporation Commission for computer systems modifications.

**9. Specific Agency or Political Subdivisions Affected:** State Corporation Commission and its Clerk's Office

**10. Technical Amendment Necessary:** None noted

**11. Other Comments:** None

**Date:** 1/23/2008 jhp

**Cc:** Secretary of Commerce and Trade