

1 VIRGINIA ACTS OF ASSEMBLY — CHAPTER

2 *An Act to amend and reenact § 13.1-658 of the Code of Virginia, relating to corporations; electronic*
3 *notification of shareholders' meetings.*

4 [H 2721]

5 Approved

6 **Be it enacted by the General Assembly of Virginia:**7 **1. That § 13.1-658 of the Code of Virginia is amended and reenacted as follows:**

8 § 13.1-658. Notice of meeting.

9 A. A corporation shall notify shareholders of the date, time, and place of each annual and special
10 shareholders' meeting. Such notice shall be given no less than ten nor more than sixty days before the
11 meeting date except that notice of a shareholders' meeting to act on an amendment of the articles of
12 incorporation, a plan of merger or share exchange, a proposed sale of assets pursuant to § 13.1-724, or
13 the dissolution of the corporation shall be given not less than twenty-five nor more than sixty days
14 before the meeting date. Unless this chapter or the articles of incorporation require otherwise, the
15 corporation is required to give notice only to shareholders entitled to vote at the meeting.

16 B. Unless this chapter or the articles of incorporation require otherwise, notice of an annual meeting
17 need not state the purpose or purposes for which the meeting is called.

18 C. Notice of a special meeting shall state the purpose or purposes for which the meeting is called.

19 D. If not otherwise fixed under § 13.1-656 or § 13.1-660, the record date for determining
20 shareholders entitled to notice of and to vote at an annual or special meeting is the close of business on
21 the day before the effective date of the notice to shareholders.

22 E. Unless the bylaws require otherwise, if an annual or special meeting is adjourned to a different
23 date, time, or place notice need not be given if the new date, time, or place is announced at the meeting
24 before adjournment. If a new record date for the adjourned meeting is or shall be fixed under
25 § 13.1-660, however, notice of the adjourned meeting shall be given under this section to persons who
26 are shareholders as of the new record date.

27 F. Notwithstanding the foregoing, no notice of a shareholder's meeting need be given to a
28 shareholder if (i) an annual report and proxy statements for two consecutive annual meetings of
29 shareholders or (ii) all, and at least two, checks in payment of dividends or interest on securities during
30 a twelve-month period, have been sent by first-class United States mail, addressed to the shareholder at
31 his address as it appears on the share transfer books of the corporation, and returned undeliverable. The
32 obligation of the corporation to give notice of shareholders' meetings to any such shareholder shall be
33 reinstated once the corporation has received a new address for such shareholder for entry on its share
34 transfer books.

35 G. A corporation having 300 or more record shareholders may notify shareholders of annual and
36 special shareholders' meetings under this section by electronic transmission upon receipt by the
37 secretary of the corporation of (i) a writing signed by the shareholder or (ii) a transmission of a
38 telegram, cablegram or other means of electronic transmission from the shareholder, provided that any
39 such telegram, cablegram or other means of electronic transmission must either set forth or be
40 submitted with information from which the secretary can determine the telegram, cablegram or other
41 means of electronic transmission was authorized by the shareholder, authorizing delivery of such notices
42 by electronic transmission.

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