

Enrolled
House Bill 2353

Ordered printed by the Speaker pursuant to House Rule 12.00A (5). Presession filed (at the request of House Interim Committee on Judiciary)

CHAPTER

AN ACT

Relating to special meetings of shareholders; creating new provisions; and amending ORS 60.204.

Be It Enacted by the People of the State of Oregon:

SECTION 1. ORS 60.204 is amended to read:

60.204. (1) A corporation shall hold a special meeting of shareholders:

(a) On call of *[its]* **the board of directors of the corporation** or *[the person or persons]* **a person** authorized to do so by the articles of incorporation or bylaws; or

(b) Except as provided in this paragraph **and in subsection (2) of this section**, if the holders of at least 10 percent of all votes entitled to be cast on any issue proposed *[to be considered]* **for consideration** at the proposed special meeting sign, date and deliver to the corporation’s secretary one or more written demands for the meeting describing the purpose or purposes for which *[it]* **the meeting** is to be held. The articles of incorporation may fix a lower percentage or a higher percentage not exceeding 25 percent of all the votes entitled to be cast on any issue proposed *[to be considered]* **for consideration**. Unless otherwise provided in the articles of incorporation, *[a written demand for a special meeting may be revoked by a writing to that effect signed by]* a shareholder who signed the original demand **for a special meeting may revoke the shareholder’s demand by signing a writing that contains a revocation. The revocation is effective if [, and received by the corporation prior to the receipt by] the corporation receives the writing before** the corporation *[of]* **receives** a demand sufficient to require the *[holding of]* **corporation to hold** a special meeting.

(2) A publicly traded corporation shall hold a special meeting at the demand of shareholders of the publicly traded corporation only if the articles of incorporation or bylaws authorize the shareholders to demand a special meeting. The articles of incorporation or bylaws may also specify what percentage of votes entitled to be cast on an issue proposed for consideration at the special meeting will be necessary to require the publicly traded corporation to hold the special meeting.

[(2)] **(3)** If not otherwise fixed under ORS 60.207 or 60.221, the record date for determining shareholders entitled to demand a special meeting is the date the first shareholder signs the demand.

[(3)] **(4)** Special shareholders’ meetings may be held in or out of this state at the place stated in or fixed in accordance with the bylaws. If no place is stated or fixed in accordance with the bylaws, special meetings shall be held at the corporation’s principal office.

[(4)] **(5)** Only business within the purpose or purposes described in the meeting notice required by ORS 60.214 (3) may be conducted at a special shareholders’ meeting.

(6) As used in this section, “publicly traded corporation” means a corporation the shares of which are traded on an established exchange or securities market that is subject to the

regulatory authority of a state, the United States, a foreign government or an agency of a state, the United States or a foreign government.

SECTION 2. The amendments to ORS 60.204 by section 1 of this 2009 Act apply to special meetings called for or demanded on or after the effective date of this 2009 Act.

Passed by House February 12, 2009

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Chief Clerk of House

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Speaker of House

Passed by Senate May 19, 2009

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President of Senate

Received by Governor:

.....M,....., 2009

Approved:

.....M,....., 2009

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Governor

Filed in Office of Secretary of State:

.....M,....., 2009

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Secretary of State