



General Assembly

Substitute Bill No. 986

January Session, 2021



**AN ACT CONCERNING REVISIONS TO THE CONNECTICUT
UNIFORM TRUST CODE, RULE AGAINST PERPETUITIES,
CONNECTICUT UNIFORM POWER OF ATTORNEY ACT,
CONNECTICUT BUSINESS CORPORATION ACT AND CONNECTICUT
REVISED NONSTOCK CORPORATION ACT.**

Be it enacted by the Senate and House of Representatives in General Assembly convened:

1 Section 1. Section 45a-499c of the general statutes is repealed and the
2 following is substituted in lieu thereof (*Effective January 1, 2022*):

3 As used in [sections 45a-499a to 45a-500s, inclusive] this chapter:

4 (1) "Action", with respect to an act of a trustee, includes a failure to
5 act.

6 (2) "Ascertainable standard" means a standard relating to an
7 individual's health, education, support or maintenance within the
8 meaning of Section 2041(b)(1)(A) or 2514(c)(1) of the Internal Revenue
9 Code of 1986, or any subsequent corresponding internal revenue code
10 of the United States, as amended from time to time, as in effect on
11 January 1, 2020, or as later amended.

12 (3) "Beneficiary" means a person that (A) has a present or future
13 beneficial interest in a trust, vested or contingent; or (B) in a capacity
14 other than that of trustee, holds a power of appointment over trust

15 property. "Beneficiary" does not include an appointee under a power of
16 appointment until the power is exercised and the trustee has knowledge
17 of the exercise and the identity of the appointee.

18 (4) "Breach of trust" includes a violation by a trust director or trustee
19 of a duty imposed on the director or trustee by the terms of the trust,
20 sections 45a-499a to 45a-500s, inclusive, or law of this state other than
21 sections 45a-499a to 45a-500s, inclusive, pertaining to trusts.

22 (5) "Charitable trust" means a trust, or part of a trust, created (A) for
23 a charitable purpose described in section 45a-499z; and (B) when
24 property is dedicated for a charitable purpose, whether the dedication
25 is by written instrument, declaration, deed, pledge, judgment or decree.

26 (6) "Conservator of the estate" means a person appointed by the court
27 to administer the estate of an adult individual.

28 (7) "Conservator of the person" means a person appointed by the
29 court to make decisions regarding the support, care, education, health
30 and welfare of an adult individual and includes a conservator of the
31 person of an adult, but does not include a guardian ad litem.

32 (8) "Court" means a court of this state having jurisdiction over the
33 matter pursuant to sections 45a-499o and 45a-499p or a court of another
34 state having jurisdiction under the law of the other state.

35 (9) "Current beneficiary" means a beneficiary that, on the date the
36 beneficiary's qualification is determined, is a distributee or permissible
37 distributee of trust income or principal.

38 (10) "Designated representative" means any person designated as
39 provided in subsection (a) of section 45a-499u, as amended by this act,
40 unless precluded from acting by the trust instrument or applicable law.

41 (11) "Directed trust" means a trust for which the terms of the trust
42 grant a power of direction.

43 (12) "Directed trustee" means a trustee that is subject to a trust
44 director's power of direction.

45 (13) "Environmental law" means a federal, state or local law, rule,
46 regulation or ordinance relating to protection of the environment.

47 (14) "Guardian" means a person appointed by the court pursuant to
48 part V of chapter 802h.

49 (15) "Inter vivos trust" means a trust that is not a testamentary trust.

50 (16) "Interests of the beneficiaries" means the beneficial interests
51 provided in the terms of the trust.

52 (17) "Jurisdiction", with respect to a geographic area, includes a state
53 or country.

54 (18) "Mandatory distribution" means distribution of income or
55 principal that the trustee is required to make to a beneficiary under the
56 terms of the trust, including a distribution upon termination of the trust.
57 "Mandatory distribution" does not include a distribution subject to the
58 exercise of the trustee's discretion, regardless of whether the terms of
59 the trust (A) include a support or other standard to guide the trustee in
60 making distribution decisions; or (B) provide that the trustee may or
61 shall make discretionary distributions, including distributions pursuant
62 to a support or other standard.

63 (19) "Person" means an individual, corporation, statutory or business
64 trust, estate, trust, partnership, limited liability company, association,
65 joint venture, court, government, governmental subdivision, agency or
66 instrumentality, public corporation or any other legal or commercial
67 entity.

68 (20) "Power of direction" means a power over a trust granted to a
69 person by the terms of the trust to the extent the power is exercisable
70 while the person is not serving as a trustee. "Power of direction" includes
71 a power over the investment, management or distribution of trust

72 property or other matters of trust administration, but does not include
73 the powers described in subsection (b) of section 45a-500e.

74 (21) "Power of withdrawal" means a presently exercisable general
75 power of appointment other than a power exercisable only upon
76 consent of the trustee or a person holding an adverse interest.

77 (22) "Property" means anything that may be the subject of ownership,
78 whether real or personal and whether legal or equitable, or any interest
79 therein.

80 (23) "Qualified beneficiary" means a beneficiary that, on the date the
81 beneficiary's qualification is determined: (A) Is a distributee or
82 permissible distributee of trust income or principal; (B) would be a
83 distributee or permissible distributee of trust income or principal if the
84 interests of the distributees described in subparagraph (A) of this
85 subdivision terminated on such date without causing the trust to
86 terminate; or (C) would be a distributee or permissible distributee of
87 trust income or principal if the trust terminated on such date.

88 (24) "Revocable", as applied to a trust, means revocable by the settlor
89 without the consent of the trustee or a person holding an adverse
90 interest.

91 (25) "Settlor" means a person, including a testator, that creates or
92 contributes property to a trust. If more than one person creates or
93 contributes property to a trust, each person is a settlor of the portion of
94 the trust property attributable to such person's contribution, except to
95 the extent another person has the power to revoke or withdraw such
96 portion and as otherwise provided in section 45a-499nn, as amended by
97 this act.

98 (26) "Spendthrift provision" means a term of a trust that restrains both
99 voluntary and involuntary transfer of a beneficiary's interest.

100 (27) "State" means a state of the United States, the District of
101 Columbia, Puerto Rico, the United States Virgin Islands or any territory

102 or insular possession subject to the jurisdiction of the United States, and
103 includes an Indian tribe or band recognized by federal law or formally
104 acknowledged by a state.

105 (28) "Terms of a trust" means:

106 (A) Except as otherwise provided in subparagraph (B) of this
107 subdivision, the manifestation of the settlor's intent regarding a trust's
108 provisions as:

109 (i) Expressed in the trust instrument; or

110 (ii) Established by other evidence that would be admissible in a
111 judicial proceeding; or

112 (B) The trust's provisions, as established, determined or amended by:

113 (i) A trustee or other person in accordance with authority under the
114 trust instrument, a statute or a court order;

115 (ii) A court order; or

116 (iii) A nonjudicial settlement agreement under section 45a-499k and
117 subsection (a) of section 45a-499l or court approval of the combination
118 of a testamentary trust with another trust or the division of a
119 testamentary trust into two or more separate trusts pursuant to
120 subsection (b) of section 45a-499l.

121 ~~[(28)]~~ (29) "Testamentary trust" means a trust created under a will
122 and, unless otherwise expressly provided, any trust established
123 pursuant to an order of the Probate Court.

124 ~~[(29)]~~ (30) "Trust director" means a person that is granted a power of
125 direction by the terms of a trust to the extent the power is exercisable
126 while the person is not serving as a trustee, provided a person is a trust
127 director whether or not the terms of the trust refer to the person as a
128 trust director and whether or not the person is a beneficiary or settlor of
129 the trust.

130 [(30)] (31) "Trust instrument" means any instrument executed by the
131 settlor, including a will establishing or creating a testamentary trust,
132 that contains terms of the trust, including any amendments thereto. In
133 the case of a charitable trust, "trust instrument" means any written
134 instrument by which property is dedicated for a charitable purpose
135 described in section 45a-499z.

136 [(31)] (32) "Trustee" includes an original, additional and successor
137 trustee and a cotrustee.

138 Sec. 2. Subsection (a) of section 45a-499j of the general statutes is
139 repealed and the following is substituted in lieu thereof (*Effective January*
140 *1, 2022*):

141 (a) Whenever notice to qualified beneficiaries of a trust is required
142 under sections 45a-487j to 45a-487t, inclusive, and 45a-499a to 45a-500s,
143 inclusive, the trustee shall also give notice to [:(1) A representative
144 designated under section 45a-499u to receive notices on the beneficiary's
145 behalf; and (2)] any [other] beneficiary who sent the trustee a request for
146 notice. The trustee may send notice to a designated representative who
147 is qualified to represent a beneficiary under section 45a-499u, as
148 amended by this act, in lieu of sending notice to a beneficiary.

149 Sec. 3. Subsection (a) of section 45a-499u of the general statutes is
150 repealed and the following is substituted in lieu thereof (*Effective January*
151 *1, 2022*):

152 (a) The trust instrument may (1) designate one or more persons other
153 than the settlor to represent and bind a beneficiary that is not a charity
154 and to receive a notice, information, an accounting or a report on behalf
155 of the beneficiary; or (2) authorize a person or persons, other than a
156 trustee of the trust or the settlor, to designate one or more persons to
157 represent and bind a beneficiary that is not a charity and receive any
158 notice, information, accounting or report. The designated representative
159 shall act in good faith on behalf of any beneficiary so represented.

160 Sec. 4. Section 45a-499gg of the general statutes is repealed and the

161 following is substituted in lieu thereof (*Effective January 1, 2022*):

162 Except as otherwise provided in section 45a-499hh, if a particular
163 charitable purpose becomes unlawful, impracticable, impossible to
164 achieve or wasteful: (1) The trust does not fail, in whole or in part; (2)
165 the trust property does not revert to the settlor or the settlor's successors
166 in interest; and (3) the court may apply cy pres to modify or terminate
167 the trust, subject to section 45a-520, by directing that the trust property
168 be applied or distributed, in whole or in part, in a manner consistent
169 with the settlor's charitable purposes.

170 Sec. 5. Subsection (a) of section 45a-499nn of the general statutes is
171 repealed and the following is substituted in lieu thereof (*Effective January*
172 *1, 2022*):

173 (a) For all purposes under this section and section 45a-499mm, a
174 creditor of a beneficiary, other than a creditor of the settlor if the settlor
175 is a beneficiary of the trust, may not attach or compel a distribution of
176 property that is subject to:

177 (1) A power of withdrawal held by the beneficiary if the value of the
178 property subject to the power does not exceed the greater of the amount
179 specified in Section 2041(b)(2) or 2514(e) of the Internal Revenue Code
180 of 1986, or any subsequent corresponding internal revenue code of the
181 United States, as amended from time to time, and the regulations
182 thereunder, or Section 2503(b) of said Internal Revenue Code and the
183 regulations thereunder, in each case as in effect on January 1, 2020;

184 (2) A power, whether mandatory or discretionary, held by the trustee
185 of the trust, including a power held by the beneficiary as the sole trustee
186 or a cotrustee of the trust, to make distributions to or for the benefit of
187 the beneficiary, if the power is exercisable by the trustee only in
188 accordance with an ascertainable standard relating to such beneficiary's
189 individual health, education, support or maintenance within the
190 meaning of Section 2041(b)(1)(A) or 2514(c)(1) of the Internal Revenue
191 Code of 1986, or any subsequent corresponding internal revenue code

192 of the United States, as amended from time to time, and the regulations
193 thereunder, as in effect on January 1, 2020; [or]

194 (3) A power, whether mandatory or discretionary, held by the trustee
195 of the trust, including a power held by the beneficiary as the sole trustee
196 or a cotrustee of the trust, to make distributions to or for the benefit of a
197 person who the beneficiary has an obligation to support, if the power is
198 exercisable by the trustee only in accordance with an ascertainable
199 standard relating to such person's individual health, education, support
200 or maintenance within the meaning of Section 2041(b)(1)(A) or
201 2514(c)(1) of the Internal Revenue Code of 1986, or any subsequent
202 corresponding internal revenue code of the United States, as amended
203 from time to time, and the regulations thereunder, as in effect on
204 January 1, 2020; [.] or

205 (4) A power of withdrawal that has lapsed or been waived or released
206 over all or any part of the trust property.

207 Sec. 6. Subdivision (10) of section 45a-487k of the general statutes is
208 repealed and the following is substituted in lieu thereof (*Effective January*
209 *1, 2022*):

210 (10) "Trust instrument" means an instrument, in writing, appointing
211 at least one qualified trustee for the property that is the subject of a
212 disposition, which instrument:

213 (A) Expressly provides that the laws of this state govern the validity,
214 construction and administration of the trust;

215 (B) Is irrevocable; and

216 (C) Provides that the interest of the transferor or other beneficiary in
217 the trust property or the income from the trust property may not be
218 transferred, assigned, pledged or mortgaged, whether voluntarily or
219 involuntarily, before the qualified trustee or qualified trustees actually
220 distribute the property or income from the trust property to or for the
221 benefit of the beneficiary, and the provision of the trust instrument shall

222 be deemed to be a restriction on the transfer of the transferor's beneficial
223 interest in the trust that is enforceable under applicable nonbankruptcy
224 law within the meaning of 11 USC 541(c)(2), as amended from time to
225 time.

226 Sec. 7. Section 45a-491 of the general statutes is repealed and the
227 following is substituted in lieu thereof (*Effective from passage and*
228 *applicable to any trust created on or after January 1, 2020*):

229 (a) A nonvested property interest is invalid unless: (1) When the
230 interest is created, it is certain to vest or terminate no later than twenty-
231 one years after the death of an individual then alive; or (2) the interest
232 either vests or terminates within ninety years after its creation.

233 (b) A general power of appointment not presently exercisable
234 because of a condition precedent is invalid unless: (1) When the power
235 is created, the condition precedent is certain to be satisfied or become
236 impossible to satisfy no later than twenty-one years after the death of an
237 individual then alive; or (2) the condition precedent either is satisfied or
238 becomes impossible to satisfy within ninety years after its creation.

239 (c) A nongeneral power of appointment or a general testamentary
240 power of appointment is invalid unless: (1) When the power is created,
241 it is certain to be irrevocably exercised or otherwise to terminate no later
242 than twenty-one years after the death of an individual then alive; or (2)
243 the power is irrevocably exercised or otherwise terminates within ninety
244 years after its creation.

245 (d) In determining whether a nonvested property interest or a power
246 of appointment is valid under subdivision (1) of subsection (a), (b) or (c)
247 of this section, the possibility that a child will be born to an individual
248 after the individual's death is disregarded.

249 (e) If, in measuring a period from the creation of a trust or other
250 property arrangement, language in a governing instrument (1) seeks to
251 disallow the vesting or termination of any interest or trust beyond, (2)
252 seeks to postpone the vesting or termination of any interest or trust

253 until, or (3) seeks to operate in effect in any similar fashion upon, the
254 later of (A) the expiration of a period of time not exceeding twenty-one
255 years after the death of the survivor of specified lives in being at the
256 creation of the trust or other property arrangement or (B) the expiration
257 of a period of time that exceeds or might exceed twenty-one years after
258 the death of the survivor of lives in being at the creation of the trust or
259 other property arrangement, that language is inoperative to the extent
260 it produces a period of time that exceeds twenty-one years after the
261 death of the survivor described in subparagraph (A) of this subsection.
262 Nothing in this subsection shall affect the validity of the other
263 provisions of the trust or other property arrangement or of the
264 governing instrument.

265 (f) With respect to any trust created on or after January 1, 2020, this
266 section and sections 45a-492 to 45a-495, inclusive, shall apply to a
267 nonvested property interest or power of appointment contained in a
268 trust by substituting "eight hundred years" in place of "ninety years" in
269 each place such term appears in this section and sections 45a-492 to 45a-
270 495, inclusive, unless the terms of the trust expressly require that all
271 beneficial interests in the trust vest or terminate within a lesser period.

272 Sec. 8. Section 1-350d of the general statutes is repealed and the
273 following is substituted in lieu thereof (*Effective October 1, 2021*):

274 A power of attorney must be dated and signed by the principal or in
275 the principal's conscious physical presence by another individual
276 directed by the principal to sign the principal's name on the power of
277 attorney and witnessed by two witnesses. A signature on a power of
278 attorney is presumed to be genuine if the principal acknowledges the
279 signature before a notary public, a commissioner of the Superior Court
280 or other individual authorized by law to take acknowledgments.

281 Sec. 9. Subsection (a) of section 47-5 of the general statutes is repealed
282 and the following is substituted in lieu thereof (*Effective October 1, 2021*):

283 (a) All conveyances of land shall be: (1) In writing; (2) if the grantor

284 is (A) a natural person, subscribed, with or without a seal, by the grantor
285 with his own hand or with his mark with his name annexed to it or by
286 his agent authorized for that purpose by a power (i) executed,
287 acknowledged and witnessed in the manner provided for conveyances,
288 or [, if the grantor is] (ii) executed, acknowledged and witnessed in the
289 same manner provided for in section 1-350d, as amended by this act,
290 and subsection (a) of section 1-350r; or (B) a corporation, limited liability
291 company or partnership, subscribed by a duly authorized person; (3)
292 acknowledged by the grantor, his agent or such duly authorized person
293 (A) to be his free act and deed, or (B) in any manner permitted under
294 chapter 6 or chapter 8; and (4) attested to by two witnesses with their
295 own hands.

296 Sec. 10. Subsection (b) of section 33-695 of the general statutes is
297 repealed and the following is substituted in lieu thereof (*Effective from*
298 *passage*):

299 (b) [Annual shareholders' meetings] Unless the board of directors
300 determines that an annual shareholders' meeting shall be held solely by
301 means of remote communication in accordance with subsection (c) of
302 section 33-703, as amended by this act, such meeting (1) may be held in
303 or out of this state at the place stated in or fixed in accordance with the
304 bylaws, [, If] or (2) if no place is stated in or fixed in accordance with the
305 bylaws, annual meetings shall be held at the corporation's principal
306 office.

307 Sec. 11. Subsections (a) to (c), inclusive, of section 33-696 of the
308 general statutes are repealed and the following is substituted in lieu
309 thereof (*Effective from passage*):

310 (a) A corporation shall hold a special meeting of shareholders: (1) On
311 call of its board of directors or the person or persons authorized to do so
312 by the certificate of incorporation or bylaws; or (2) if the holders of at
313 least ten per cent of all the votes entitled to be cast on any issue proposed
314 to be considered at the proposed special meeting sign, date and deliver
315 to the corporation's secretary one or more written demands for the

316 meeting describing the purpose or purposes for which it is to be held,
317 except that if the corporation has a class of voting stock registered
318 pursuant to Section 12 of the Securities Exchange Act of 1934, as
319 amended from time to time, and no person held ten per cent or more of
320 [such votes] all the votes entitled to be cast by the holders of such class
321 of voting stock on February 1, 1988, the corporation need not hold such
322 meeting except upon demand of the holders of not less than thirty-five
323 per cent of such votes.

324 (b) If not otherwise fixed under section 33-697 or 33-701, as amended
325 by this act, the record date for determining shareholders entitled to
326 demand a special meeting is the date the first shareholder signs the
327 demand.

328 (c) [Special shareholders' meetings] Unless the board of directors
329 determines that a special shareholders' meeting shall be held solely by
330 means of remote communication in accordance with subsection (c) of
331 section 33-703, as amended by this act, such meeting (1) may be held in
332 or out of this state at the place stated in or fixed in accordance with the
333 bylaws, [If] or (2) if no place is stated or fixed in accordance with the
334 bylaws, special meetings shall be held at the corporation's principal
335 office.

336 Sec. 12. Section 33-697 of the general statutes is repealed and the
337 following is substituted in lieu thereof (*Effective from passage*):

338 (a) The superior court for the judicial district where a corporation's
339 principal office or, if none in this state, its registered office is located may
340 summarily order a meeting to be held: (1) On application of any
341 shareholder of the corporation entitled to participate in an annual
342 meeting if an annual meeting was not held or action by written consent
343 in lieu thereof did not become effective within the earlier of six months
344 after the end of the corporation's fiscal year or fifteen months after its
345 last annual meeting; or (2) on application of a shareholder who signed a
346 demand for a special meeting valid under section 33-696, as amended
347 by this act, if: (A) Notice of the special meeting was not given within

348 thirty days after the date the demand was delivered to the corporation's
349 secretary; or (B) the special meeting was not held in accordance with the
350 notice.

351 (b) [The] Unless the bylaws require a meeting of shareholders to be
352 held at a place, the court may fix the time [and] of the meeting,
353 determine whether the meeting will be held at a place or solely by
354 remote communication, and, if the meeting is to be held at a place, the
355 place of the meeting, determine the shares entitled to participate in the
356 meeting, specify a record date or dates for determining shareholders
357 entitled to notice of and to vote at the meeting, prescribe the form and
358 content of the meeting notice, fix the quorum required for specific
359 matters to be considered at the meeting, or direct that the votes
360 represented at the meeting constitute a quorum for action on those
361 matters, and enter other orders necessary to accomplish the purpose or
362 purposes of the meeting. The court may order the meeting to be held
363 solely by means of remote communication in compliance with section
364 33-703, as amended by this act, subject to such guidelines and
365 procedures as the court may order, including implementation of the
366 measures specified in subsection (b) of said section.

367 Sec. 13. Section 33-699 of the general statutes is repealed and the
368 following is substituted in lieu thereof (*Effective from passage*):

369 (a) A corporation shall notify shareholders of the date [.] and time
370 [and place] of each annual and special shareholders' meeting and, if the
371 meeting is to be held at a place, the place of such meeting, no fewer than
372 ten nor more than sixty days before the meeting date. The notice shall
373 include the record date for determining the shareholders entitled to vote
374 at the meeting, if such date is different than the record date for
375 determining shareholders entitled to notice of the meeting. If the board
376 of directors has authorized participation by means of remote
377 communication pursuant to section 33-703, as amended by this act, for
378 any class or series of shareholders, the notice to such class or series of
379 shareholders shall describe the means of remote communication to be
380 used. Unless sections 33-600 to 33-998, inclusive, or the certificate of

381 incorporation requires otherwise, the corporation is required to give
382 notice only to shareholders entitled to vote at the meeting as of the
383 record date for determining the shareholders entitled to notice of the
384 meeting.

385 (b) Unless sections 33-600 to 33-998, inclusive, or the certificate of
386 incorporation requires otherwise, notice of an annual meeting need not
387 include a description of the purpose or purposes for which the meeting
388 is called.

389 (c) Notice of a special shareholders' meeting shall include a
390 description of the purpose or purposes for which the meeting is called.

391 (d) If not otherwise fixed under section 33-697 or 33-701, as amended
392 by this act, the record date for determining shareholders entitled to
393 notice of and to vote at an annual or special shareholders' meeting is the
394 day before the first notice is delivered to shareholders.

395 (e) Unless the bylaws require otherwise, if an annual or special
396 shareholders' meeting is adjourned to a different date, time or place, if
397 any, notice need not be given of the new date, time or place, if any, if the
398 new date, time or place, if any, is announced at the meeting before
399 adjournment. If a new record date for the adjourned meeting is or must
400 be fixed under section 33-701, however, notice of the adjourned meeting
401 must be given under this section to shareholders entitled to vote at such
402 adjourned meeting as of the record date fixed for notice of such
403 adjourned meeting.

404 Sec. 14. Section 33-703 of the general statutes is repealed and the
405 following is substituted in lieu thereof (*Effective from passage*):

406 (a) Shareholders of any class or series may participate in any meeting
407 of shareholders by means of remote communication to the extent the
408 board of directors authorizes such participation for such class or series.
409 Participation by means of remote communication shall be subject to
410 such guidelines and procedures as the board of directors adopts, and
411 shall be in conformity with subsection (b) of this section.

412 (b) Shareholders participating in a shareholders' meeting by means
413 of remote communication shall be deemed present and may vote at such
414 a meeting if the corporation has implemented reasonable measures: (1)
415 To verify that each person participating remotely is a shareholder, and
416 (2) to provide such shareholders a reasonable opportunity to participate
417 in the meeting and to vote on matters submitted to the shareholders,
418 including an opportunity to communicate, and to read or hear the
419 proceedings of the meeting, substantially concurrent with such
420 proceedings.

421 (c) Unless the bylaws require the meeting of shareholders to be held
422 at a place, the board of directors may determine that any meeting of
423 shareholders shall not be held at any place and shall instead be held
424 solely by means of remote communication, provided the corporation
425 implements the measures specified in subsection (b) of this section.

426 Sec. 15. Section 33-704 of the general statutes is repealed and the
427 following is substituted in lieu thereof (*Effective from passage*):

428 (a) After fixing a record date for a meeting, a corporation shall
429 prepare an alphabetical list of the names of all its shareholders who are
430 entitled to notice of a shareholders' meeting. If the board of directors
431 fixes a different record date under subsection (e) of section 33-701 to
432 determine the shareholders entitled to vote at the meeting, a corporation
433 also shall prepare an alphabetical list of the names of all its shareholders
434 who are entitled to vote at the meeting. A list shall be arranged by voting
435 group, and within each voting group by class or series of shares, and
436 show the address of and number of shares held by each shareholder.

437 (b) The shareholders' list for notice shall be available for inspection
438 by any shareholder, beginning two business days after notice of the
439 meeting is given for which the list was prepared and continuing through
440 the meeting, (1) at the corporation's principal office or at a place
441 identified in the meeting notice in the city where the meeting will be
442 held, or (2) on a reasonably accessible electronic network, provided the
443 information required to gain access to such list is provided with the

444 notice of the meeting. In the event that the corporation makes the list
445 available on an electronic network, the corporation may take reasonable
446 steps to ensure that such information is available only to shareholders
447 of the corporation. A shareholders' list for voting must be similarly
448 available for inspection promptly after the record date for voting. A
449 shareholder, his agent or attorney is entitled on written demand to
450 inspect and, subject to the requirements of subsection (d) of section 33-
451 946, to copy a list, during regular business hours and at his expense,
452 during the period it is available for inspection.

453 (c) [The] If the meeting is to be held at a place, the corporation shall
454 make the list of shareholders entitled to vote available [at] during the
455 meeting, and any shareholder, his agent or attorney is entitled to inspect
456 the list at any time during the meeting or any adjournment. If the
457 meeting is to be held solely by means of remote communication, such
458 list shall be open to inspection during the meeting on a reasonably
459 accessible electronic network, and the information required to access
460 such list shall be provided with the notice of the meeting.

461 (d) If the corporation refuses to allow a shareholder or his agent or
462 attorney to inspect a shareholders' list before or at the meeting, or copy
463 a list as permitted by subsection (b) of this section, the superior court for
464 the judicial district where a corporation's principal office or, if none in
465 this state, its registered office, is located, on application of the
466 shareholder, may summarily order the inspection or copying at the
467 corporation's expense and may postpone the meeting for which the list
468 was prepared until the inspection or copying is complete.

469 (e) Refusal or failure to prepare or make available a shareholders' list
470 does not affect the validity of action taken at the meeting.

471 Sec. 16. Section 33-808 of the general statutes is repealed and the
472 following is substituted in lieu thereof (*Effective from passage*):

473 (a) A bylaw that fixes a greater quorum or voting requirement for the
474 board of directors or that requires a meeting of shareholders to be held

475 at a place may be amended or repealed: (1) If originally adopted by the
476 shareholders, only by the shareholders; (2) if originally adopted by the
477 incorporator or incorporators or by the board of directors, either by the
478 shareholders or by the board of directors.

479 (b) A bylaw adopted or amended by the shareholders that fixes a
480 greater quorum or voting requirement for the board of directors may
481 provide that it may be amended or repealed only by a specified vote of
482 either the shareholders or the board of directors.

483 (c) Action by the board of directors under subdivision (2) of
484 subsection (a) of this section to adopt or amend a bylaw that changes the
485 quorum or voting requirement for the board of directors must meet the
486 same quorum requirement and be adopted by the same vote required to
487 take action under the quorum and voting requirement then in effect or
488 proposed to be adopted, whichever is greater.

489 Sec. 17. Section 33-1061 of the general statutes is repealed and the
490 following is substituted in lieu thereof (*Effective from passage*):

491 (a) A corporation that has members entitled to vote for the election of
492 directors shall hold a meeting of such members annually at a time stated
493 in or fixed in accordance with the bylaws.

494 (b) [Annual meetings of members] Unless the board of directors
495 determines that an annual meeting of members shall be held solely by
496 means of remote communication in accordance with the provisions of
497 subsection (c) of section 22 of this act, such meeting (1) may be held in
498 or out of this state at the place stated in or fixed in accordance with the
499 bylaws, [If] or (2) if no place is stated in or fixed in accordance with the
500 bylaws, annual meetings shall be held at the corporation's principal
501 office.

502 (c) A corporation that has members entitled to vote may hold regular
503 meetings of such members in or out of this state at the places and times
504 stated in or fixed in accordance with the bylaws.

505 (d) The failure to hold an annual or regular meeting at the time stated
506 in or fixed in accordance with a corporation's bylaws does not affect the
507 validity of any corporate action.

508 Sec. 18. Section 33-1062 of the general statutes is repealed and the
509 following is substituted in lieu thereof (*Effective from passage*):

510 (a) A corporation that has members entitled to vote shall hold a
511 special meeting of members entitled to vote at the meeting: (1) On call
512 of its board of directors or the person or persons authorized to do so by
513 the certificate of incorporation or the bylaws; or (2) if the members
514 holding at least five per cent, or such other number or proportion as
515 shall be provided in the bylaws, of all the votes entitled to be cast on any
516 issue proposed to be considered at the proposed special meeting sign,
517 date and deliver to the corporation one or more written demands for the
518 meeting describing the purpose or purposes for which it is to be held. If
519 a call for such a special meeting is not issued within fifteen days after
520 receipt of such members' request, such members may call the meeting.

521 (b) If not otherwise fixed under section 33-1063 or 33-1067, as
522 amended by this act, the record date for determining members entitled
523 to demand a special meeting is the date the first member signs the
524 demand.

525 (c) [Special meetings of members] Unless the board of directors
526 determines that a special meeting of members shall be held solely by
527 remote communication in accordance with the provisions of subsection
528 (c) of section 22 of this act, such meeting (1) may be held in or out of this
529 state at the place stated in or fixed in accordance with the bylaws, [If]
530 or (2) if no place is stated or fixed in accordance with the bylaws, special
531 meetings shall be held at the corporation's principal office.

532 (d) Only business within the purpose or purposes described in the
533 meeting notice required by subsection (c) of section 33-1065, as amended
534 by this act, may be conducted at a special meeting of members.

535 Sec. 19. Section 33-1063 of the general statutes is repealed and the

536 following is substituted in lieu thereof (*Effective from passage*):

537 (a) The superior court for the judicial district where a corporation's
538 principal office or, if none in this state, its registered office is located may
539 summarily order a meeting to be held: (1) On application of any member
540 entitled to vote at an annual meeting if an annual meeting was not held
541 within the earlier of six months after the end of the corporation's fiscal
542 year or fifteen months after its last annual meeting; or (2) on application
543 of a member who signed a demand for a special meeting valid under
544 section 33-1062, as amended by this act, if: (A) Notice of the special
545 meeting was not given within thirty days after the date the demand was
546 delivered to the corporation's secretary; or (B) the special meeting was
547 not held in accordance with the notice.

548 (b) [The] Unless the bylaws require a meeting of members to be held
549 at a place, the court may fix the time [and] of the meeting and, if the
550 meeting is to be held at a place, the place of the meeting, determine the
551 members entitled to vote at the meeting, specify a record date for
552 determining members entitled to notice of and to vote at the meeting,
553 prescribe the form and content of the meeting notice, fix the quorum
554 required for specific matters to be considered at the meeting, or direct
555 that the votes represented at the meeting constitute a quorum for action
556 on those matters, and enter other orders necessary to accomplish the
557 purpose or purposes of the meeting. The court may order the meeting
558 to be held solely by means of remote communication in compliance with
559 section 22 of this act, subject to such guidelines and procedures as the
560 court may order, including implementation of the measures specified in
561 subsection (b) of said section.

562 Sec. 20. Section 33-1064 of the general statutes is repealed and the
563 following is substituted in lieu thereof (*Effective from passage*):

564 (a) Any action which, under any provision of sections 33-1000 to 33-
565 1290, inclusive, may be taken at a meeting of members may be taken
566 without a meeting by one or more consents in writing, setting forth the
567 action so taken or to be taken, signed by all of the persons who would

568 be entitled to vote upon such action at a meeting, or by their duly
569 authorized attorneys which action for purposes of this subsection shall
570 be referred to as "unanimous written consent". The secretary shall file
571 such consent or consents, or certify the tabulation of such consents and
572 file such certificate, with the minutes of the meetings of the members. A
573 unanimous written consent shall have the same force and effect as a vote
574 of the members at a meeting duly held, and may be stated as such in any
575 certificate or document filed under sections 33-1000 to 33-1290,
576 inclusive.

577 (b) [Where directors or officers are to be elected by members or any
578 other action is to be voted upon by members, the certificate of
579 incorporation or bylaws may provide that such elections may be
580 conducted and such actions voted upon by mail in such manner as shall
581 be stated therein. The vote of members, or of the members of any
582 particular class, shall be determined from the total number of members
583 who actually vote by mail, rather than from the total number of
584 members entitled so to vote, unless the certificate of incorporation
585 otherwise provides. A ballot signed under this section shall have the
586 same force and effect as a vote of the member who signed it at a meeting
587 duly held, and may be stated as such in any certificate or document filed
588 under sections 33-1000 to 33-1290, inclusive] The certificate of
589 incorporation or bylaws may provide that any action that may be taken
590 at any meeting of members may be taken without a meeting if the
591 corporation delivers notice that includes a ballot to every member
592 entitled to vote on the matter. A ballot shall: (1) Be in writing; (2) set
593 forth each proposed action; (3) provide an opportunity to vote for, or
594 withhold a vote for, each candidate for election as a director, if any; and
595 (4) provide an opportunity to vote for or against each other proposed
596 action.

597 (c) [If not otherwise fixed under section 33-1063 or 33-1067, the record
598 date for determining members entitled to take action without a meeting
599 is the date the first member signs the consent or ballot under subsection
600 (a) or (b) of this section] Approval by ballot pursuant to this section of

601 action other than election of directors is valid only when the number of
602 votes cast by ballot equals or exceeds the quorum required to be present
603 at a meeting authorizing the action, and the number of approvals equals
604 or exceeds the number of votes that would be required to approve the
605 matter at a meeting at which the total number of votes cast was the same
606 as the number of votes cast by ballot. A ballot signed under this section
607 shall have the same force and effect as a vote of the member who signed
608 it at a meeting duly held, and may be stated as such in any certificate or
609 document filed under sections 33-1000 to 33-1290, inclusive.

610 (d) [The absence from the minutes of any indication that a member
611 objected to holding the meeting shall prima facie establish that no such
612 objection was made.] Any solicitation for votes by ballot shall: (1)
613 Indicate the number of responses needed to meet the quorum
614 requirements, (2) state the percentage of approvals necessary to approve
615 each matter other than election of directors, and (3) specify the time by
616 which a ballot must be received by the corporation in order to be
617 counted.

618 (e) Except as otherwise provided in the certificate of incorporation or
619 bylaws, a ballot may not be revoked.

620 (f) If not otherwise fixed under section 33-1063, as amended by this
621 act, or 33-1067, the record date for determining members entitled to take
622 action without a meeting is: (1) The date the first member signs the
623 consent under subsection (a) of this section, or (2) the date the
624 corporation delivers the notice under subsection (b) of this section.

625 (g) The absence from the minutes of any indication that a member
626 objected to holding the meeting shall prima facie establish that no such
627 objection was made.

628 Sec. 21. Section 33-1065 of the general statutes is repealed and the
629 following is substituted in lieu thereof (*Effective from passage*):

630 (a) A corporation shall notify members entitled to vote of the date [,
631 and time [and place] of each annual, regular and special meeting of

632 members and, if the meeting is to be held at a place, the place of the
633 meeting, no fewer than ten nor more than sixty days before the meeting
634 date. Unless sections 33-1000 to 33-1290, inclusive, or the certificate of
635 incorporation requires otherwise, the corporation is required to give
636 notice only to members entitled to vote at the meeting.

637 (b) Unless sections 33-1000 to 33-1290, inclusive, the certificate of
638 incorporation or bylaws require otherwise, notice of an annual or
639 regular meeting need not include a description of the purpose or
640 purposes for which the meeting is called, except that, unless stated in a
641 written notice of the meeting, (1) no bylaw may be brought up for
642 adoption, amendment or repeal, and (2) no matter, other than the
643 election of directors at an annual meeting, may be brought up which
644 expressly requires the vote of members pursuant to said sections.

645 (c) Notice of a special meeting of members shall include a description
646 of the purpose or purposes for which the meeting is called.

647 (d) If not otherwise fixed under section 33-1063, as amended by this
648 act, or 33-1067, the record date for determining members entitled to
649 notice of and to vote at an annual, regular or special meeting is the day
650 before the first notice is delivered to members.

651 (e) Unless the bylaws require otherwise, if an annual, regular or
652 special meeting of members is adjourned to a different date, time or
653 place, if any, notice need not be given of the new date, time or place, if
654 any, if the new date, time or place, if any, is announced at the meeting
655 before adjournment. If a new record date for the adjourned meeting is
656 or must be fixed under section 33-1067, however, notice of the adjourned
657 meeting must be given under this section to persons who are members
658 entitled to vote as of the new record date.

659 Sec. 22. (NEW) (*Effective from passage*) (a) Members of any class may
660 participate in any meeting of members by means of remote
661 communication to the extent the board of directors authorizes such
662 participation for such class. Participation by means of remote

663 communication shall be subject to such guidelines and procedures as
664 the board of directors adopts, and shall be in conformity with subsection
665 (b) of this section.

666 (b) Members participating in a member meeting by means of remote
667 communication shall be deemed present and may vote at such a meeting
668 if the corporation has implemented reasonable measures: (1) To verify
669 that each person participating remotely is a member; and (2) to provide
670 such members a reasonable opportunity to participate in the meeting
671 and to vote on matters submitted to the members, including an
672 opportunity to communicate and to read or hear the proceedings of the
673 meeting substantially concurrently with such proceedings.

674 (c) Unless the bylaws require the meeting of members to be held at a
675 place, the board of directors may determine that any meeting of
676 members shall not be held at any place and shall instead be held solely
677 by means of remote communication, provided the corporation
678 implements the measures specified in subsection (b) of this section.

679 Sec. 23. Section 33-1070 of the general statutes is repealed and the
680 following is substituted in lieu thereof (*Effective from passage*):

681 (a) After fixing a record date for a meeting, a corporation shall
682 prepare an alphabetical list of the names of all its members who are
683 entitled to notice of the meeting. The list shall be arranged by classes of
684 members, if any, and show the address of and number of votes to which
685 each such member is entitled.

686 (b) The members' list shall be available for inspection by any
687 members entitled to vote at the meeting, beginning two business days
688 after notice of the meeting is given for which the list was prepared and
689 continuing through the meeting, (1) at the corporation's principal office
690 or at a place identified in the meeting notice in the city where the
691 meeting will be held, or (2) on a reasonably accessible electronic
692 network, provided the information required to gain access to such list is
693 provided with the notice of the meeting. In the event that the

694 corporation makes the list available on an electronic network, the
695 corporation may take reasonable steps to ensure that such information
696 is available only to members of the corporation. A member entitled to
697 vote at the meeting or his agent or attorney is entitled on written
698 demand to inspect and, subject to the requirements of subsection (c) of
699 section 33-1236, to copy the list, during regular business hours and at
700 his expense, during the period it is available for inspection.

701 (c) [The] If the meeting is to be held at a place, the corporation shall
702 make the members' list available [at] during the meeting, and any
703 member entitled to vote at the meeting or his agent or attorney is
704 entitled to inspect the list at any time during the meeting or any
705 adjournment. If the meeting is to be held solely by means of remote
706 communication, such list shall be open to such inspection during the
707 meeting on a reasonably accessible electronic network, and the
708 information required to access such list shall be provided with the notice
709 of the meeting.

710 (d) If the corporation refuses to allow a member entitled to vote at the
711 meeting or his agent or attorney to inspect the members' list before or at
712 the meeting, or copy the list as permitted by subsection (b) of this
713 section, the superior court for the judicial district where a corporation's
714 principal office or, if none in this state, its registered office, is located, on
715 application of the member, may summarily order the inspection or
716 copying at the corporation's expense and may postpone the meeting for
717 which the list was prepared until the inspection or copying is complete.

718 (e) Refusal or failure to prepare or make available the members' list
719 does not affect the validity of action taken at the meeting.

720 Sec. 24. Section 33-1152 of the general statutes is repealed and the
721 following is substituted in lieu thereof (*Effective from passage*):

722 (a) A bylaw that fixes a greater quorum or voting requirement for the
723 board of directors or that requires a meeting of members to be held at a
724 place may be amended or repealed: (1) If originally adopted by the

725 members, only by the members; (2) if originally adopted by the
726 incorporator or incorporators or by the board of directors, either by the
727 members or by the board of directors.

728 (b) A bylaw adopted or amended by the members that fixes a greater
729 quorum or voting requirement for the board of directors may provide
730 that it may be amended or repealed only by a specified vote of either the
731 members or the board of directors.

732 (c) Action by the board of directors under subdivision (2) of
733 subsection (a) of this section to adopt or amend a bylaw that changes the
734 quorum or voting requirement for the board of directors must meet the
735 same quorum requirement and be adopted by the same vote required to
736 take action under the quorum and voting requirement then in effect or
737 proposed to be adopted, whichever is greater.

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>January 1, 2022</i>	45a-499c
Sec. 2	<i>January 1, 2022</i>	45a-499j(a)
Sec. 3	<i>January 1, 2022</i>	45a-499u(a)
Sec. 4	<i>January 1, 2022</i>	45a-499gg
Sec. 5	<i>January 1, 2022</i>	45a-499nn(a)
Sec. 6	<i>January 1, 2022</i>	45a-487k(10)
Sec. 7	<i>from passage and applicable to any trust created on or after January 1, 2020</i>	45a-491
Sec. 8	<i>October 1, 2021</i>	1-350d
Sec. 9	<i>October 1, 2021</i>	47-5(a)
Sec. 10	<i>from passage</i>	33-695(b)
Sec. 11	<i>from passage</i>	33-696(a) to (c)
Sec. 12	<i>from passage</i>	33-697
Sec. 13	<i>from passage</i>	33-699
Sec. 14	<i>from passage</i>	33-703
Sec. 15	<i>from passage</i>	33-704
Sec. 16	<i>from passage</i>	33-808
Sec. 17	<i>from passage</i>	33-1061

Sec. 18	<i>from passage</i>	33-1062
Sec. 19	<i>from passage</i>	33-1063
Sec. 20	<i>from passage</i>	33-1064
Sec. 21	<i>from passage</i>	33-1065
Sec. 22	<i>from passage</i>	New section
Sec. 23	<i>from passage</i>	33-1070
Sec. 24	<i>from passage</i>	33-1152

JUD *Joint Favorable Subst.*