

Assembly Bill No. 2752

Passed the Assembly August 25, 2004

Chief Clerk of the Assembly

Passed the Senate August 19, 2004

Secretary of the Senate

This bill was received by the Governor this _____ day of
_____, 2004, at _____ o'clock __M.

Private Secretary of the Governor



CHAPTER _____

An act to add Section 301.2 to the Corporations Code, relating to corporations.

LEGISLATIVE COUNSEL'S DIGEST

AB 2752, Chu. Corporations: elections.

Existing law, the General Corporation Law, generally provides for the election of a corporation's directors at its annual shareholders' meeting.

This bill would require a publicly traded domestic corporation or foreign corporation, as defined, to file a copy of its corporate election procedures with the Secretary of State, and to make them available to a shareholder upon a written request from the shareholder to the corporation's investor relations department.

The people of the State of California do enact as follows:

SECTION 1. This act shall be known and may be cited as the Corporate Elections Disclosure Act of 2004.

SEC. 2. Section 301.2 is added to the Corporations Code, to read:

301.2. (a) For purposes of this section, the following definitions shall apply:

(1) "Corporate election procedures" means those portions of the corporation's articles of incorporation and bylaws that relate to the nomination and election of the corporation's directors.

(2) "Publicly traded domestic corporation or foreign corporation" means a corporation that is an issuer, as defined in Section 3 of the Securities Exchange Act of 1934 as amended (15 U.S.C. Section 78c), and has at least one class of securities listed or admitted for trading on a national securities exchange or on the National or Small-Cap Markets of the NASDAQ Stock Market or on the OTC-Bulletin Board or on the electronic service operated by Pink Sheets, LLC. This term does not include a foreign association.

(b) A publicly traded domestic corporation or foreign corporation qualified to transact intrastate business shall file a copy of its corporate election procedures with the Secretary of



State within 120 days after the end of its 2004–05 fiscal year or within 120 days of the effective date of this section, whichever is later, and again whenever the corporate election procedures are changed or amended.

(c) A corporation described in paragraph (2) of subdivision (a) shall make available a copy of its corporate election procedures to a shareholder upon receipt of a written request from the shareholder by the investor relations department of the corporation.



Approved _____, 2004

Governor

