

PA12-032

HB5073

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**CONNECTICUT
GENERAL ASSEMBLY
HOUSE**

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I rise for a point of personal privilege for purposes of an introduction.

DEPUTY SPEAKER KIRKLEY-BEY:

Please proceed.

REP. MORRIS (140th):

Yes. I want to introduce to the General Assembly Giuseppe Licari, who's attending the University of Bocconi in Milan, Italy, where he's majoring in business administration .

Giuseppe is visiting here in Norwalk, Connecticut, for two months. His dream is to open an import-export business in the United States. I'm asking my colleagues to stand with me and give Giuseppe a warm welcome to the Connecticut General Assembly.

Thank you, Madam Speaker.

DEPUTY SPEAKER KIRKLEY-BEY:

Welcome young, man. And I hope you enjoy our stay with us.

Representative M. Ritter, you have the floor, sir.

Will the Clerk please call Calendar Number 136.

THE CLERK:

On page 9, Calendar 136, Substitute for House

Bill Number 5073, AN ACT CONCERNING REVISIONS TO CONNECTICUT'S MODEL ENTITY TRANSACTIONS ACT AND THE BUSINESS CORPORATION ACT, favorable report by the Committee on Banks.

DEPUTY SPEAKER KIRKLEY-BEY:

Representative Ritter.

REP. M. RITTER (1st):

Madam Speaker, I move for acceptance of the Joint Committee's favorable report and passage of the bill.

DEPUTY SPEAKER KIRKLEY-BEY:

The motion before us is acceptance of the Joint Committee's favorable report and passage of the bill.

Will you remark further?

REP. M. RITTER (1st):

It's hard to hear you, but I think you said I have the floor. Thank you, Madam Speaker.

This bill does technical revisions to two specific statutes. One is the Connecticut Model Entity Transit Act, also known as META. And basically we're doing two things here related to Public Act 11-241 that was passed last year.

One of the changes that we are making is to allow for domestic LLCs to have mergers in certain situations of professional services. We're also going

to reinstate exemptions to the Transfer Act, which were put in by Public Act 11-241. The Transfer Act here in the State of Connecticut regulates conveyances of businesses that handle hazardous waste.

The other technical revisions we're making, through you, Madam Speaker, are to the Business Corporation Act. And essentially what we're doing here is we're giving shareholders certain rights in the election of members of board of directors, as well as requiring the reimbursement of these shareholders as they go around soliciting consent or candidacies for board of directors.

Thank you, Madam Speaker.

DEPUTY SPEAKER KIRKLEY-BEY:

Thank you.

Will you remark? Will you remark further on the bill that is before us?

Representative Alberts, you have the floor, sir.

REP. ALBERTS (50th):

Thank you, Madam Speaker.

A question, if I may, to the proponent of the bill?

DEPUTY SPEAKER KIRKLEY-BEY:

Representative Ritter, prepare yourself.

Representative Alberts, please frame your question.

REP. ALBERTS (50th):

Thank you, Madam Speaker.

In lines 242 through 247 of the bill, my understanding is that this reference in terms of a requirement that the corporation reimburse the expenses is indeed permissive language, that a previous clause uses the word "may" and not "shall." Is that correct?

Through you, Madam Speaker.

DEPUTY SPEAKER KIRKLEY-BEY:

Representative Ritter.

REP. M. RITTER (1st):

Through you, Madam Speaker.

I would concur with that sentiment.

DEPUTY SPEAKER KIRKLEY-BEY:

Representative Alberts.

REP. ALBERTS (50th):

Thank you, Madam Speaker.

And indeed that is my understanding now after having reviewed the bill a little bit more closely.

In initial conversations on the bill, I was concerned with some of the language in the bill when

it appeared before us in banks, but those concerns have been addressed, and I'm very satisfied with the bill that is before us. I would encourage members to support this bill.

Thank you, Madam Speaker.

DEPUTY SPEAKER KIRKLEY-BEY:

Will you remark? Will you remark further on the bill that is before us? Will you remark? If not, staff and guests please come to the well. Members take your seats. The machine will be opened.

THE CLERK:

The House of Representatives is voting by roll call. Members to the Chamber. The House is taking a roll call vote. Members to the Chamber, please.

DEPUTY SPEAKER KIRKLEY-BEY:

Have all members voted? Have all members voted? Please check the board to see that your vote has been properly cast. The machine will be locked, and the Clerk will prepare the tally.

Representative Roy, for what reason do you stand?

REP. ROY (119th):

Thank you, Madam Speaker.

In the affirmative, please.

DEPUTY SPEAKER KIRKLEY-BEY:

Please show that Representative Roy voted in the affirmative.

Is there anyone else? Thank you.

The Clerk will announce the tally.

THE CLERK:

House Bill 5073.

Total number voting	147
Necessary for adoption	74
Those voting Yea	147
Those voting Nay	0
Those absent and not voting	4

DEPUTY SPEAKER KIRKLEY-BEY:

The bill passes.

Will the Clerk please call Calendar Number 220.

THE CLERK:

On page 16, Calendar 220, House Bill Number 5150,

AN ACT CONCERNING THE CONNECTICUT UNIFORM ADULT PROTECTIVE PROCEEDINGS JURISDICTION ACT, favorable report by the Committee on the Judiciary.

DEPUTY SPEAKER KIRKLEY-BEY:

Representative Wright, you have the floor, ma'am.

REP. E. WRIGHT (41st):

Thank you, Madam Speaker.

I move for acceptance of the Joint Committee's

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Thank you, Madam President.

Also, Madam President, under matters returned, calendar page 29, Calendar 334, Senate Bill 427, I move to refer this item to the Judiciary Committee.

THE CHAIR:

So ordered, sir.

SENATOR LOONEY:

Thank you, Madam President.

Madam President, in addition to the items placed on our consent calendar earlier, thanks to the cooperation of the minority we have several more to add. I will begin those, Madam President.

First, is on calendar page 3, Calendar 235, House Bill 5030. Madam President, move to place that item on the consent calendar.

THE CHAIR:

So ordered, sir.

SENATOR LOONEY:

Thank you, Madam President.

On calendar page 9, Calendar 363, House Bill 5073, Madam President, move to place that item on the consent calendar.

THE CHAIR:

So ordered, sir.

SENATOR LOONEY:

Thank you, Madam President.

Madam President, on calendar page 10, Calendar 377, House Bill 5346, move to place this item on the consent calendar.

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THE CHAIR:

So ordered, sir.

SENATOR LOONEY:

Thank you, Madam President.

And a final item is on calendar page 25, Calendar 112, Senate Bill 61, move to place that item on the consent calendar.

THE CHAIR:

So ordered, sir.

SENATOR LOONEY:

Thank you, Madam President.

Madam President, if the Clerk would now read the items on the consent calendar, both these just added and the ones placed on it earlier today, and then if we might move to a vote on the consent calendar.

THE CHAIR:

Absolutely.

Mr. Clerk, will you please call the calendar first, the consent calendar.

THE CLERK:

On calendar page 1, Calendar 106, Senate Bill 316; page 3, Calendar 235, House Bill 5030; on page 6, Calendar 315, Senate Bill 367; on page 9, Calendar 363, House Bill 5073; on page 10, Calendar 377, House Bill 5346; on page 11, Calendar 39, House Bill 5318; on page 13, Calendar 400, House Bill 5515; and on page 14, Calendar 407, House Bill 5484.

On page 15, Calendar 409, House Bill 5498; page 25, Calendar 178, Senate Bill 384. On page 25, Calendar 112, Senate Bill 61; page 26, Calendar 202,

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Senate Bill 383; page 27, Calendar 280, Senate
Bill 345. And on page 29, Calendar 352, Senate
Bill 353.

THE CHAIR:

Okay. All right.

Mr. Clerk, will you please call for a roll call vote on the consent calendar, and the machine will be open.

THE CLERK:

Immediate roll call has been ordered in the Senate.
Senators please return to the Chamber. Immediate roll call has been ordered in the Senate.

THE CHAIR:

Have all members voted?

If all members voted, the machine will be locked.

Mr. Clerk, will you call the tally.

THE CLERK:

On today's consent calendar.

Total Number voting	36
Necessary for passage	19
Those voting Yea	36
Those voting Nay	0
Those absent and not voting	0

THE CHAIR:

The consent calendar passes.

Senator Looney.

SENATOR LOONEY:

Thank you, Madam President.

First of all, of the matters referred to committee earlier, would move that those items be immediately