

[Corrected Copy]

ASSEMBLY, No. 2879

STATE OF NEW JERSEY
213th LEGISLATURE

INTRODUCED JUNE 5, 2008

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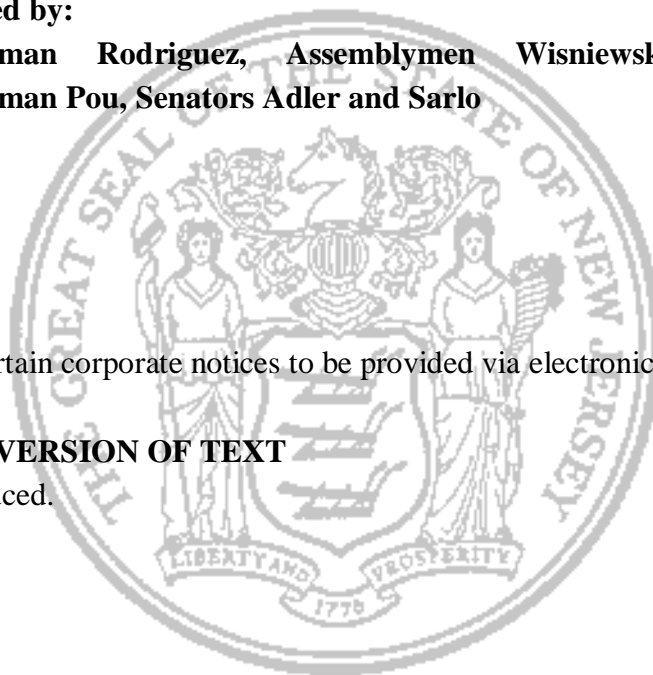
**Assemblywoman Rodriguez, Assemblymen Wisniewski, Moriarty,
Assemblywoman Pou, Senators Adler and Sarlo**

SYNOPSIS

Allows certain corporate notices to be provided via electronic transmission.

CURRENT VERSION OF TEXT

As introduced.



(Sponsorship Updated As Of: 12/11/2009)

1 AN ACT concerning certain corporate notices, amending
2 N.J.S.14A:1-8 and supplementing chapter 1 of Title 14A of the
3 New Jersey Statutes.

4
5 **BE IT ENACTED** by the Senate and General Assembly of the State
6 of New Jersey:

7
8 1. N.J.S.14A:1-8 is amended to read as follows:
9 14A:1-8. Notices

10 In computing the period of time for the giving of any notice
11 required or permitted by this act, or by a certificate of incorporation
12 or by-laws or any resolution of directors or shareholders, the day on
13 which the notice is given shall be excluded, and the day on which
14 the matter noticed is to occur shall be included. If notice is given
15 by mail, the notice shall be deemed to be given when deposited in
16 the mail addressed to the person to whom it is directed at his last
17 address as it appears on the records of the corporation, with postage
18 prepaid thereon. Any notice required or permitted to be given
19 under this act by electronic transmission as defined in section 2 of
20 P.L. , c. (C.) (pending before the Legislature as this bill), mail
21 or by certified mail, return receipt requested, may be given by
22 personal delivery to the person to whom it is directed.
23 (cf: P.L.1988, c.94, s.3)

24
25 2. (New section) (1) Any notice required or permitted pursuant
26 to the provisions of N.J.S.14A:1-1 et seq., or by a certificate of
27 incorporation or by-laws or any resolution of directors or
28 shareholders, may be provided by electronic transmission as
29 follows:

30 (a) Any notice to shareholders given by the corporation pursuant
31 to any provision of N.J.S.14A:1-1 et seq., or by a certificate of
32 incorporation or by-laws or any resolution of directors or
33 shareholders, shall be effective if given by a form of electronic
34 transmission consented to by the shareholder to whom the notice is
35 given.

36 (i) Any consent given pursuant to paragraph (a) of this
37 subsection shall be revocable by the shareholder by written notice,
38 and not electronic transmission, to the corporation.

39 (ii) Any consent given pursuant to paragraph (a) of this
40 subsection shall be deemed revoked if: (A) the corporation is unable
41 to deliver by electronic transmission two consecutive notices given
42 by the corporation in accordance with the shareholder's consent;
43 and (B) that inability becomes known to the secretary or an
44 assistant secretary of the corporation or to the transfer agent, or

EXPLANATION – Matter enclosed in bold-faced brackets [thus] in the above bill is not enacted and is intended to be omitted in the law.

Matter underlined thus is new matter.

1 other person responsible for the giving of notice following the
2 second missed delivery; provided, however, the inadvertent failure
3 to treat that inability as a revocation shall not invalidate any
4 meeting or other action.

5 (b) Any notice to shareholders given by the corporation pursuant
6 to any provision of N.J.S.14A:1-1 et seq., or by a certificate of
7 incorporation or by-laws or any resolution of directors or
8 shareholders, shall be deemed given:

9 (i) if by facsimile telecommunication, when directed to a
10 number at which the shareholder has consented to receive notice;

11 (ii) if by electronic mail, when directed to an electronic mail
12 address at which the shareholder has consented to receive notice;

13 (iii) if by a posting on an electronic network together with
14 separate notice to the shareholder of that specific posting, upon the
15 later of (A) that posting; or (B) the giving of the separate notice; or

16 (iv) if by any other form of electronic transmission, when
17 directed to the shareholder.

18 (c) An affidavit of the secretary or an assistant secretary or of
19 the transfer agent or other agent of the corporation that the notice
20 has been given by a form of electronic transmission shall, in the
21 absence of fraud, be prima facie evidence that the notice has been
22 given.

23 (d) For purposes of this section, "electronic transmission" means
24 any form of communication, not directly involving the physical
25 transmission of paper, that creates a record that may be retained,
26 retrieved and reviewed by a recipient, and that may be directly
27 reproduced in paper form by that recipient through an automated
28 process.

29 (2) This section shall not apply to notices required or permitted
30 pursuant to N.J.S.14A:6-5, N.J.S.14A:7-3, N.J.S.14A:12-10,
31 N.J.S.14A:12-12 or N.J.S.14A:14-15.

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33 3. This act shall take effect immediately.

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STATEMENT

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38 This bill provides that any notice required or permitted pursuant
39 to the provisions of the "New Jersey Business Corporation Act"
40 (N.J.S.A.14A:1-1 et seq.), such as by a certificate of incorporation
41 or by-laws or any resolution of directors or shareholders, may be
42 provided by electronic transmission. The bill defines "electronic
43 transmission" as any form of communication, not directly involving
44 the physical transmission of paper, that creates a record that may be
45 retained, retrieved and reviewed by a recipient, and that may be
46 directly reproduced in paper form by that recipient through an
47 automated process.

A2879 DIEGNAN, VAS

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1 This bill is based on Section 232 of the Delaware General
2 Corporation Law.