

**CORPORATE LAWS COMMITTEE**  
**REPORT PREPARED FOR THE SEPTEMBER 20, 2012 COUNCIL MEETING**

**1. Next Scheduled Meeting of the Committee.**

No meeting is currently scheduled. Our most recent meeting was on January 25, 2012. We have completed our amendment package.

**2. Council Approval.**

The Committee does not request Council approval of any items at this meeting.

**3. Membership.**

The Committee remains open to participation by any interested parties. The Committee has approximately 35 members on its active roster.

**4. Accomplishments Toward Committee Objectives.**

The Committee continues to monitor developments in corporate laws throughout the country and to consider changes to the Business Corporation Act. This is an ongoing and continuous process. As noted above, the Committee has prepared a package of additional proposed amendments to the Michigan Business Corporation Act. A summary of the proposed amendments was attached to the Committee's report for the March 8, 2012 Council meeting. The committee has engaged Karoub Associates to assist in finding sponsors for and promoting adoption of the amendments, as approved by the Council at its March 8 meeting. The committee has been coordinating with the office of Senator Mike Kowal regarding sponsorship of the amendments and we have been working with the Legislative Service Bureau to prepare a bill for introduction.

**5. Meetings and Programs.**

No programs are currently scheduled, though the Committee is open to participation in presentations discussing changes to the Act. The Committee anticipates additional meetings in connection with consideration of amendments to the Michigan Business Corporation Act. We will also consider the possibility of a webinar in connection with the BCA amendments once passed.

**6. Publications.**

The committee was responsible for the fall 2011 issue of the Michigan Business Law Journal. Several excellent articles were included and the committee thanks the contributors.

**7. Legislative/Judicial/Administrative Developments.**

As described above, the Committee has developed a package of additional amendments to the Business Corporation Act and the Professional Services Corporation Act.

The Committee also monitors bills that would affect corporation statutes that are introduced without its input and considers these together with the Bureau of Commercial Services of the Department of Energy, Labor and Economic Growth.

The Committee reviews judicial decisions affecting matters of Michigan corporate law. From time to time the Committee proposes statutory amendments that are intended to address the effects of specific case law. Additionally, the Committee has prepared and filed amicus curiae briefs at the invitation of the Michigan Supreme Court.

#### **8. Analysis of Applicable Strategic Plan Issues.**

The activity of the Committee is directly related to the Strategic Plan mission of promoting improved legislation and regulation for business and the goal of reviewing Michigan laws affecting business formation, capital raising, corporate governance and related legal matters. The Committee attempts to keep Michigan corporate law current with national trends and competitive with the business law environments of other jurisdictions.

#### **9. Miscellaneous.**

The Committee will continue to accept ideas for technical and other amendments to the Business Corporation Act, which is amended periodically. Suggestions in this regard may be addressed to committee chair, Justin G. Klimko. The Committee also will consult with the Department of Licensing and Regulatory Affairs regarding efforts to further streamline corporate filings and information dissemination.

Any questions regarding this report may be directed to me.

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