

CORPORATE LAWS COMMITTEE
REPORT PREPARED FOR THE DECEMBER 3, 2011 COUNCIL MEETING

1. Next Scheduled Meeting of the Committee.

Our next meeting continues to be deferred pending completion of some additions to the proposed BCA amendments. We are moving toward finalization of our amendment package and looking for legislative sponsorship.

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 is in the process of preparing additional possible amendments to the Michigan Business Corporation Act.

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 is responsible for the fall 2011 issue of the Michigan Business Law Journal and has received several articles for inclusion.

7. Legislative/Judicial/Administrative Developments.

As described above, the Committee is working on additional amendments to the Business Corporation Act and the Professional Services Corporation Act. A list of the topics proposed to be addressed by the amendments was attached to previous committee reports.

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 Labor and Economic Growth regarding efforts to further streamline corporate filings and information dissemination.

Any questions regarding this report may be directed to me.

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