

ACT 11

S.B. NO. 3024

A Bill for an Act Relating to Corporations.

*Be It Enacted by the Legislature of the State of Hawaii:*

SECTION 1. Section 414-313, Hawaii Revised Statutes, is amended by amending subsection (f) to read as follows:

“(f) With respect to corporations incorporated before July 1, 1987, at such meeting, a vote of the shareholders shall be taken on the proposed plan. [The]

If the plan involves a merger of a publicly traded corporation with or into a direct or indirect subsidiary corporation, of which all of the outstanding shares of each class are owned directly or indirectly by the publicly traded corporation, subsection (e) shall apply as if each party to the merger was incorporated on or after July 1, 1987. Otherwise, the plan shall be approved upon receiving the affirmative vote of the holders of three-fourths of all the issued and outstanding shares of stock having voting power even though their right to vote is otherwise restricted or denied by the articles, bylaws, or resolutions of any such corporation. The articles of incorporation may be amended by the vote set forth in the preceding sentence to provide for a lesser proportion of shares, or of any class or series thereof, than is provided in the preceding sentence, in which case the articles of incorporation shall control; provided that the lesser proportion shall be not less than the proportion set forth in subsection (e).

As used in this section, “publicly traded corporation” means any corporation listed on a national securities exchange.”

SECTION 2. Statutory material to be repealed is bracketed and stricken. New statutory material is underscored.

SECTION 3. This Act shall take effect upon its approval.

(Approved April 9, 2012.)