

Relative to limited liability companies, new law adds a common law trust, business trust, statutory trust, voting trust, or any other form of trust to the definition of "person". Existing law defines a "person" as a natural person, corporation, partnership, limited partnership, domestic or foreign limited liability company, joint venture, trust, including a common law trust, business trust, statutory trust, voting trust, or any other form of trust, estate, or association as it applies to Limited Liability Company Law.

Except as otherwise provided in the articles of organization or an operating agreement, existing law provides that if the limited liability company has more than one manager, each manager is entitled to a single vote on all matters properly brought before the managers, and all decisions of the managers are to be made by majority vote of the managers.

New law adds that in the absence of such a provision in the articles or operating agreement, no manager of a limited liability company has the right to vote by proxy.

Existing law provides for the voting rights of members of a limited liability company.

New law adds that a member has the right to cast his vote either in person or, subject to certain provisions of new law, by proxy duly authorized in writing, signed by the member and filed in the registered office of the limited liability company at or before the meeting.

New law includes provisions relative to member voting by proxy, such as revocable and irrevocable proxy voting, challenging a proxy regular, proxy voting when voting shares are registered in the names of two or more persons, other than trustees, and transmission methods to authorize another to act as a proxy.

New law permits and provides for voting trusts, including provisions relative to trust agreements, the transfer of certificates of voting shares to trustees, the execution and deliverance of voting trust certificates to transferors, trustee voting rights, and trustee requirements to maintain and keep available for holders of voting trust certificates correct and complete books and records of accounts relative to the trusts.

Effective Aug. 1, 2014.

(Amends R.S. 12:1301(A)(18) and 1316; Adds R.S. 12:1318(E) and 1370)