
DIGEST

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Leger

HB No. 841

Abstract: Provides relative to limited liability companies.

Present law defines person as a natural person, corporation, partnership, limited partnership, domestic or foreign limited liability company, joint venture, trust, estate, or association for purposes of the Limited Liability Company Law.

Proposed law provides that a trust for purposes of the definition of "person" in present law shall include a common law trust, business trust, statutory trust, voting trust, or any other form of trust.

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

Proposed law adds that in the absence of such a provision in the articles or operating agreement, no manager shall have the right to vote by proxy.

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

Proposed law adds that a member shall have the right to cast his vote either in person or, subject to the following provisions, 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.

Proposed law permits and provides terms for voting trusts.

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