

(S. B. 1346)

**(No. 206-2015)**

(Approved December 8, 2015)

**AN ACT**

To amend subsection (c) of Section 7.06 of Act No. 164-2009, as amended, known as the “General Corporations Act,” in order to incorporate technical amendments to clarify the language of said Section regarding the election of directors in a stock corporation.

**STATEMENT OF MOTIVES**

The purpose of the approval of the General Corporations Act, Act No. 164-2009, was to modernize corporate processes in order to place Puerto Rico at the cutting edge of corporate law. Lawmakers used as a model the Delaware General Corporation Law, which State is known for being at the forefront in the corporations field.

The technical amendment introduced in this Act seeks to clarify and correct the language of Section 7.06 regarding the election of directors in a stock corporation. Said section provides that the directors of a corporation shall be elected by a plurality of the votes of the shares present at the meeting of stockholders. This provision is consistent with the legislative intent that the Puerto Rico General Corporations Act be compatible with the Delaware Corporation Law.

***BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF PUERTO RICO:***

Section 1.- Subsection (c) of Section 7.06 of Act No. 164-2009, as amended, is hereby amended to read as follows:

“Section 7.06.- Quorum and required vote for stock corporations

...

(a) ...

(b) ...

(c) Directors shall be elected by a plurality of the votes of the shares present, in person, or represented by proxy at the meeting and entitled to vote on the election of directors; and

(d) ...”

Section 2.- This Act shall take effect immediately after its approval.

## CERTIFICATION

I hereby certify to the Secretary of State that the following **Act No. 206-2015 (S. B. 1346)** of the **6<sup>th</sup> Regular Session** of the **17<sup>th</sup> Legislative Assembly of Puerto Rico**:

**AN ACT** to amend subsection (c) of Section 7.06 of Act No. 164-2009, as amended, known as the "General Corporations Act," in order to incorporate technical amendments to clarify the language of said Section regarding the election of directors in a stock corporation.

has been translated from Spanish to English and that the English version is correct.

In San Juan, Puerto Rico, on this 13<sup>th</sup> day of December, 2018.

Orlando Pagán-Ramírez  
Director