

IC 23-1-31

Chapter 31. Voting Trusts and Agreements

IC 23-1-31-1

Voting trust

Sec. 1. (a) One (1) or more shareholders may create a voting trust, conferring on a trustee the right to vote or otherwise act for them, by signing an agreement setting out the provisions of the trust (that may include anything consistent with its purpose) and transferring their shares to the trustee. When a voting trust agreement is signed, the trustee shall prepare a list of the names and addresses of all owners of beneficial interests in the trust, together with the number and class of shares each transferred to the trust, and deliver copies of the list and agreement to the corporation's principal office.

(b) A voting trust becomes effective on the date the first shares subject to the trust are registered in the trustee's name. A voting trust may not be made irrevocable for a period of more than ten (10) years after its effective date unless the voting or consenting rights granted by the trust are coupled with an interest in the shares to which the rights relate. However, if the agreement so provides, the irrevocable rights may from time to time be extended for additional periods of not more than ten (10) years each as to shares deposited under the agreement whose beneficial owners assent in writing to the extension. The rights are considered to be coupled with an interest in the shares if reserved or given:

- (1) in connection with an option, authority, or contract to buy or sell the shares or part of the shares;
- (2) in connection with the pledge of the shares or part of the shares to secure the performance or nonperformance of any act;
- (3) in connection with the performance or nonperformance of any act, or an agreement therefor, by the corporation issuing the shares; or
- (4) in connection with any other act or thing constituting an interest sufficient in law to support a power coupled with it.

(c) If an irrevocable voting trust is extended in accordance with subsection (b), the voting trustee must deliver copies of the extension agreement and list of beneficial owners to the corporation's principal office. An extension agreement binds only those parties signing it.
As added by P.L.149-1986, SEC.15.

IC 23-1-31-2

Voting agreement

Sec. 2. (a) Two (2) or more shareholders may provide for the manner in which they will vote their shares by signing an agreement for that purpose. A voting agreement created under this section is not subject to the provisions of section 1 of this chapter.

(b) A voting agreement created under this section is specifically enforceable.

As added by P.L.149-1986, SEC.15.