

# Index

## **AGENTS AND AGENCY**

- Apparent authority, unincorporated association context, **2:8.50**
- Implied authority, limited liability company, **2:5.50**
- Liability of agent to principal
  - liability of principal to agent, **2:15**

## **ANNUAL REPORT**

- Corporations, **6:19.50**

## **BENEFIT CORPORATIONS**

- Formation, **6:23**

## **BUSINESS AND COMMERCE**

- Loyalty, duty of
  - competition with corporation damages, **14:21**
  - forfeiture of compensation, **14:21**
  - punitive damages, **14:21**

## **BUSINESS RECORDS**

- Director inspection, **9:25**

## **COMPETITION**

- Damages, **14:21**
- Forfeiture of compensation, **14:21**
- Punitive damages, **14:21**

## **CORPORATE OFFICERS AND DIRECTORS**

- Books and records, inspection, **9:25**

## **CORPORATIONS**

- Annual report, **6:19.50**
- Benefit corporations, **6:23**
- Financing
  - integration, **7:33.50**
  - Intrastate offering exemption, **7:22**
  - Rule 147 and 147A, safe harbor, **7:23**
- Formation
  - annual report, **6:19.50**
  - benefit corporations, **6:23**

## **CRIMINAL**

- Management liability, false information to shareholders, **15:9.50**

## **DAMAGES**

- Loyalty and loyalty oaths, **14:21**

**DISSOLUTION AND LIQUIDATION**

- Limited liability companies, **5:15, 5:18**
- Oppression litigation, direct or derivative, **18:28**
- Statute of limitations in BCA § 12.56 actions, **18:27**

**INDEPENDENT CONTRACTORS**

- Agents, comparison, **2:2.50**

**INSPECTIONS AND EXAMINATIONS**

- Directors, books and records, **9:25**

**INTEGRATION**

- Financing the corporation, **7:33.50**

**INTEREST ON MONEY**

- Propriety of pre- and post-judgment interest, **18:26**

**JOBS ACT (JUMPSTART OUR BUSINESS STARTUPS ACT)**

- Corporation financing, **7:38**
- Crowdfunding, **7:38**
- Emerging growth company, **7:38**
- Qualified institutional investors, **7:38**

**LIMITATION OF ACTIONS**

- Statute of limitations in BCA § 12.56 actions, **18:27**

**LIMITED LIABILITY COMPANIES**

- Agents and agency, implied authority, **2:5.50**
- Capital structure, contributions, and calls, **5:5**
- Derivative actions, brought directly by member, **5:24**
- Dissolution, **5:15**
- Dissolution and liquidation, **5:15, 5:18**
- Involuntary dissolution, **5:15**
- Judicial dissolution for oppression, **5:18**
- Members
  - Derivative actions, brought directly by, **5:24**

**LOYALTY AND LOYALTY OATHS**

- Competition with corporation
  - damages, **14:21**
  - forfeiture of compensation, **14:21**
  - punitive damages, **14:21**
- Corporate opportunities
  - constructive trust, remedy for, **14:14**
- Covenants not to compete
  - connection with the sale of a business, **14:23.50**
  - individual, **14:23**
- Damages, **14:21**
- Forfeiture of compensation, **14:21**
- Punitive damages, **14:21**

## INDEX

### **PARTNERSHIP**

Creation of a partnership or joint venture, **3:1**

### **POST-JUDGMENT MATTERS**

Propriety of post-judgment interest, **18:26**

### **PRE-JUDGMENT MATTERS**

Propriety of pre-judgment interest, **18:26**

### **PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 (PSLRA)**

Scienter, **15:5**

### **QUALIFIED INSTITUTIONAL INVESTORS**

JOBS Act, **7:38**

### **RECORDS AND RECORDING**

Director inspection, **9:25**

### **RULE 10B-5**

Causation

fraud on the market, **15:14**

Reliance, **15:14**

### **SCIENTER**

Private Securities Litigation Reform Act of 1995 (PSLRA), **15:5**

### **SECURITIES REGULATION**

Criminal liability, management, false information to shareholders, **15:9.50**

Private Securities Litigation Reform Act (PSLRA)

Pleading with particularity, **15:18**

Safe harbor for forward-looking statements, **15:19**

Rule 10b-5

Causation,

Reliance, **15:14**

### **STANDING**

Dissolution and liquidation

oppression litigation, direct or derivative, **18:28**

### **STOCK AND STOCKHOLDERS**

Criminal liability, management, false information to shareholders, **15:9.50**

### **UNINCORPORATED ASSOCIATIONS**

Agents and agency, apparent authority, **2:8.50**