

§ 55-8-58. Application of Part.

(a) Subject to subsection (d) of this section, if the articles of incorporation limit indemnification or advance for expenses, indemnification and advance for expenses are valid only to the extent consistent with the articles.

(b) This Part does not limit a corporation's power to pay or reimburse expenses incurred by a director in connection with the director's appearance as a witness in a proceeding at a time when the director has not been made a named defendant or respondent to the proceeding.

(c) This Part shall not affect rights or liabilities arising out of acts or omissions occurring before July 1, 1990.

(d) A right of indemnification, or to advances for expenses, created by this Part or under G.S. 55-8-57(a) and in effect at the time of an act or omission, shall not be eliminated or impaired with respect to the act or omission by an amendment of the articles of incorporation or bylaws or a resolution of the directors or shareholders, adopted after the occurrence of the act or omission, unless, in the case of a right created under G.S. 55-8-57(a), the provision creating the right and in effect at the time of the act or omission explicitly authorizes the elimination or impairment of the right after the act or omission has occurred. (1989, c. 265, s. 1; 2018-45, s. 13.)