

§103-A. Notice or other communication

1. Written notice required unless oral notice reasonable; English. Notice under this Act must be in writing unless oral notice is reasonable under the circumstances. Unless otherwise agreed by the sender and the recipient, words in a notice or other communication under this Act must be in English. [PL 2011, c. 274, §12 (NEW).]

2. Methods of communicating notice. A notice or other communication may be given or sent by any method of delivery, except that electronic transmissions must be in accordance with this section. If these methods of delivery are impracticable, a notice or other communication may be communicated by a newspaper of general circulation in the area where published or by radio, television or other form of public broadcast communication. [PL 2011, c. 274, §12 (NEW).]

3. Written notice to corporation. Written notice to a domestic or foreign corporation authorized to transact business in this State is governed by Title 5, section 113. [PL 2011, c. 274, §12 (NEW).]

4. Communication by electronic transmission. Notice or other communication may be delivered by electronic transmission if consented to by the recipient or if authorized by subsection 11. [PL 2011, c. 274, §12 (NEW).]

5. Revocation of consent to electronic transmission. Any consent under subsection 4 may be revoked by the person who consented by written or electronic notice to the person to whom the consent was delivered. Any such consent is deemed revoked if:

A. The corporation is unable to deliver 2 consecutive electronic transmissions given by the corporation in accordance with such consent; and [PL 2011, c. 274, §12 (NEW).]

B. Such inability becomes known to the clerk, the secretary or an assistant secretary of the corporation or to the transfer agent or other person responsible for the giving of notice or other communication. The inadvertent failure to treat such inability as a revocation does not invalidate any meeting or other action. [PL 2011, c. 274, §12 (NEW).]
[PL 2011, c. 274, §12 (NEW).]

6. Receipt of electronic transmission. Unless otherwise agreed between the sender and the recipient, an electronic transmission is deemed received when:

A. It enters an information processing system that the recipient has designated or uses for the purposes of receiving electronic transmissions or information of the type sent and from which the recipient is able to retrieve the electronic transmission; and [PL 2011, c. 274, §12 (NEW).]

B. It is in a form capable of being processed by the information processing system described in paragraph A. [PL 2011, c. 274, §12 (NEW).]
[PL 2011, c. 274, §12 (NEW).]

7. Receipt from information processing system. Receipt of an electronic acknowledgment from an information processing system described in subsection 6, paragraph A establishes that an electronic transmission was received but, by itself, does not establish that the content sent corresponds to the content received. [PL 2011, c. 274, §12 (NEW).]

8. No individual aware of receipt. An electronic transmission is received under this section even if no individual is aware of its receipt. [PL 2011, c. 274, §12 (NEW).]

9. Notice or communication; when effective. Notice or other communication, if in a comprehensible form or manner, is effective at the earliest of the following:

- A. If in physical form, the earliest of when it is actually received and when it is left at:
- (1) A shareholder's address shown on the corporation's record of shareholders maintained by the corporation under section 1601, subsection 3;
 - (2) A director's residence or usual place of business; or
 - (3) The corporation's principal place of business; [PL 2011, c. 274, §12 (NEW).]
- B. If mailed by United States mail postage prepaid and correctly addressed to a shareholder, upon deposit in the United States mail; [PL 2011, c. 274, §12 (NEW).]
- C. If mailed by United States mail postage prepaid and correctly addressed to a recipient other than a shareholder, the earliest of when it is actually received and:
- (1) If sent by registered or certified mail, return receipt requested, the date shown on the return receipt signed by or on behalf of the addressee; or
 - (2) Five days after it is deposited in the United States mail; [PL 2011, c. 274, §12 (NEW).]
- D. If an electronic transmission, when it is received as provided in subsection 6; or [PL 2011, c. 274, §12 (NEW).]
- E. If oral, when communicated. [PL 2011, c. 274, §12 (NEW).]
[PL 2011, c. 274, §12 (NEW).]

10. Electronic transmission that cannot be directly reproduced in paper. A notice or other communication may be in the form of an electronic transmission that cannot be directly reproduced in paper form by the recipient through an automated process used in conventional commercial practice only if:

- A. The electronic transmission is otherwise retrievable in perceivable form; and [PL 2011, c. 274, §12 (NEW).]
- B. The sender and the recipient have consented in writing to the use of such form of electronic transmission. [PL 2011, c. 274, §12 (NEW).]

[PL 2011, c. 274, §12 (NEW).]

11. Specific notice requirements govern. If this Act prescribes requirements for notices or other communications in particular circumstances, those requirements govern. If articles of incorporation or bylaws prescribe requirements for notices or other communications not inconsistent with this section or other provisions of this Act, those requirements govern. The articles of incorporation or bylaws may authorize or require delivery of notices of meetings of directors by electronic transmission.

[PL 2011, c. 274, §12 (NEW).]

12. Computation of time for notice purposes. In computing the time for the giving of any notice required or permitted under this Act, or under the articles or bylaws of a corporation, or a resolution of its shareholders or directors, the day on which the notice is given is excluded in the computation of time and the day when the act for which notice is given is to be done is included in the computation of time, unless the instrument calling for notice specifically provides otherwise.

[PL 2011, c. 274, §12 (NEW).]

SECTION HISTORY

PL 2011, c. 274, §12 (NEW).

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