

**16-10a-103 Notice.**

- (1)
  - (a) Notice given under this chapter shall be in writing unless oral notice is reasonable under the circumstances.
  - (b) Notice by electronic transmission is written notice.
- (2)
  - (a) Subject to compliance with any requirement that notice be in writing, notice may be communicated in person, by telephone, by any form of electronic transmission, or by mail or private carrier.
  - (b) If the forms of personal notice listed in Subsection (2)(a) are impracticable, notice may be communicated:
    - (i)
      - (A) by a newspaper of general circulation in the county, or similar subdivision, in which the corporation's principal office is located; and
      - (B) by publication in accordance with Section 45-1-101;
    - (ii) by radio, television, or other form of public broadcast communication in the county or subdivision; or
    - (iii) if the corporation has no office in this state, in the manner allowed by Subsection (2)(b)(i) or (ii) but in Salt Lake County.
- (3)
  - (a) Written notice by a domestic or foreign corporation to its shareholders or directors, if in a comprehensible form, is effective as to each shareholder or director:
    - (i) when mailed, if addressed to the shareholder's or director's address shown in the corporation's current record of the shareholder or director; or
    - (ii) when electronically transmitted to the shareholder or director, in a manner and to an address provided by the shareholder or director in an unrevoked consent.
  - (b) Consent under Subsection (3)(a)(ii) is considered revoked if:
    - (i) the corporation is unable to deliver by electronic transmission two consecutive notices transmitted by the corporation based on that consent; and
    - (ii) the corporation's inability to deliver notice by electronic transmission under Subsection (3)(b) (i) is known by the:
      - (A) corporation's secretary;
      - (B) an assistant secretary or transfer agent of the corporation; or
      - (C) any other person responsible for providing notice.
  - (c) Notwithstanding Subsection (3)(b), a corporation's failure to treat consent under Subsection (3)(a) as revoked does not invalidate any meeting or other act.
  - (d) Delivery of a notice to shareholders may be excused in accordance with Subsection 16-10a-705(5).
- (4) Written notice to a domestic or foreign corporation authorized to transact business in this state may be addressed to the corporation's:
  - (a) registered agent; or
  - (b) secretary at its principal office.
- (5) Except as provided in Subsection (3), written notice, if in a comprehensible form, is effective at the earliest of the following:
  - (a) when received;
  - (b) five days after it is mailed; or
  - (c) on the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

- (6) Oral notice is effective when communicated if communicated in a comprehensible manner.
- (7) Notice by publication is effective on the date of first publication.
- (8)
  - (a) If this chapter prescribes notice requirements for particular circumstances, those requirements govern.
  - (b) If articles of incorporation or bylaws prescribe notice requirements, not inconsistent with this section or other provisions of this chapter, those requirements govern.

Amended by Chapter 378, 2010 General Session