

## 2023 Kansas Statutes

**17-6016. Document form, signature and delivery.** (a) (1) Except as provided in subsection (b), without limiting the manner in which any act or transaction may be documented or the manner in which a document may be signed or delivered:

(A) Any act or transaction contemplated or governed by this code or the articles of incorporation or bylaws may be provided for in a document. An electronic transmission shall be deemed the equivalent of a written document. "Document" means:

(i) Any tangible medium on which information is inscribed and includes handwritten, typed, printed or similar instruments and copies of such instruments; and

(ii) an electronic transmission.

(B) Whenever this code or the articles of incorporation or bylaws require or permit a signature, the signature may be a manual, facsimile, conformed or electronic signature. "Electronic signature" means an electronic symbol or process that is attached to, or logically associated with, a document and executed or adopted by a person with an intent to execute, authenticate or adopt the document. A person may execute a document with such person's signature.

(C) Unless otherwise agreed between the sender and recipient, and in the case of proxies or consents given by or on behalf of a stockholder, subject to the additional requirements set forth in K.S.A. 17-6502(c)(2) and (c)(3) or 17-6518(d)(1), and amendments thereto, an electronic transmission shall be deemed delivered to a person for purposes of this code and the articles of incorporation and bylaws when such electronic transmission enters an information processing system that the person has designated for the purpose of receiving electronic transmissions of the type delivered if the electronic transmission is in a form capable of being processed by that system and such person is able to retrieve the electronic transmission. Whether a person has designated an information processing system is determined by the articles of incorporation or bylaws or from the context and surrounding circumstances, including the parties' conduct. An electronic transmission is delivered under this section even if no person is aware of such transmission's receipt. Receipt of an electronic acknowledgement from an information processing system establishes that an electronic transmission was received but, by itself, does not establish that the content sent corresponds to the content received.

(2) This code shall not prohibit one or more persons from conducting a transaction in accordance with the uniform electronic transactions act, K.S.A. 16-1601 et seq., and amendments thereto, if the part or parts of the transaction that are governed by the code are documented, signed and delivered in accordance with this subsection or otherwise in accordance with the code. This subsection shall apply solely for purposes of determining whether an act or transaction has been documented, signed and delivered in accordance with this code and the articles of incorporation and bylaws.

(b) (1) Subsection (a) shall not apply to:

(A) A document filed with or submitted to the secretary of state, the clerk of a district court or a court or other judicial or governmental body of this state;

(B) a document comprising part of the stock ledger;

(C) a certificate representing a security;

(D) a document referenced as a notice, or waiver of notice, by this code or the articles of incorporation or bylaws and that expressly provides the manner of signing or delivery;

(E) a ballot to vote on actions at a meeting of stockholders; and

(F) an act or transaction effected pursuant to K.S.A. 17-6808a, and amendments thereto, article 71 or 73 of chapter 17 of the Kansas Statutes Annotated, and amendments thereto, or the business entity standards treatment act, K.S.A. 17-7901 et seq., and amendments thereto.

(2) The provisions of paragraph (1) shall not create any presumption about the lawful means to document a matter addressed by this subsection or the lawful means to sign or deliver a document addressed by this subsection. No provision of the articles of incorporation or bylaws shall limit the application of subsection (a) except for a provision that expressly restricts or prohibits the use of an electronic

transmission or electronic signature, or any form thereof, or expressly restricts or prohibits the delivery of an electronic transmission to an information processing system.

(c) In the event that any provision of this code is deemed to modify, limit or supersede the federal electronic signatures in global and national commerce act, 15 U.S.C. § 7001 et. seq., the provisions of this code shall control to the fullest extent permitted by 15 U.S.C. § 7002(a)(2).

(d) This section shall be a part of and supplemental to article 60 of chapter 17 of the Kansas Statutes Annotated, and amendments thereto.

**History:** L. 2023, ch. 66, § 1; July 1.