

(2) IS PRESENT AT THE MEETING IN PERSON OR BY PROXY.

REVISOR'S NOTE: Subsections (a), (b), and (c) of this section are new language derived without substantive change from Art. 23, §39.

In subsection (a) of this section, reference to "other stockholder entitled to notice of the meeting" and the phrase "if notice of the purpose is required..." are added for purposes of greater accuracy in light of various sections requiring additional notice or specification of purpose. See revisor's note to §2-506 for a list of these.

In subsection (c) of this section, the specifics relating to the manner of mailing the notice are deleted as unnecessary in light of the definition of "mailed" in Title 1 of this article.

Subsection (d) of this section is new language derived without substantive change from the provisions relating to stockholders which presently appear in Art. 23, §46.

2-505. INFORMAL ACTION BY STOCKHOLDERS.

ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF STOCKHOLDERS MAY BE TAKEN WITHOUT A MEETING IF THE FOLLOWING ARE FILED WITH THE RECORDS OF STOCKHOLDERS MEETINGS:

(1) ~~[[A]]~~ AN UNANIMOUS WRITTEN CONSENT ~~[[TO]]~~ WHICH SETS FORTH THE ACTION AND IS SIGNED BY EACH STOCKHOLDER ENTITLED TO VOTE ON THE MATTER ; AND

(2) A WRITTEN WAIVER OF ANY RIGHT TO DISSENT SIGNED BY EACH STOCKHOLDER ENTITLED TO NOTICE OF THE MEETING BUT NOT ENTITLED TO VOTE AT IT.

REVISOR'S NOTE: This section presently appears as Art. 22, §47.

The requirement of §47 that the waiver and consent be filed with the records "of the corporation" is changed to require them to be filed with the records of "stockholders meetings." This is more specific, and conforms with §2-408 relating to informal action by directors.

The only other changes are in style.