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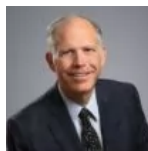
ARTICLE

United States: California Nonprofit And Cooperative Corporations Will Soon Be Able To Fix Otherwise Lawful Corporate Actions

1 September 2023

by [Keith P. Bishop](#)

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In 2022, the California legislature enacted amendments to the California General Corporation Law allowing corporations formed under that law to ratify or validate otherwise lawful corporate actions. 2022 Cal. Stats. Ch. 17. See Cal. Corp. Code § 117. The legislature, however, did not enact corresponding changes to California's nonprofit and cooperative corporation laws.

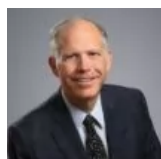
Accordingly, the [Business Law Section](#) of the California Lawyers Association sponsored legislation, [SB 446](#) (Wilk), to make ratification and validation procedures also available to California nonprofit and cooperative corporations. 2023 Cal. Stats. Ch. 151. Last week, Governor Newsom signed the bill into law and it will take effect on January 1, 2024 pursuant to Article IV, Section 8 of the California Constitution. The bill generally mirrors, mutatis mutandis, the 2022 amendment of the General Corporation Law.

The verb that became a noun that became an adjective

The Latin expression *mutatis mutandis* is the repetition of two forms of the Latin verb *mutare* which means to change. *Mutatis* is a pluperfect participle (i.e., an adjectival form of a verb) which translates as "having been changed". *Mutandis* is a gerundive of obligation which translates as "must be changed"). Thus, *mutatis mutandis* may be translated as "those things having been changed that must be changed", or more loosely as "with the necessary changes". In Latin, a verbal noun is called a "gerund" and it is formed by adding a noun ending (with appropriate declension) to a verb. A gerundive is formed by replacing the noun ending of a gerund with an adjectival ending. The name Amanda is another example of a gerund of obligation, meaning "must be loved".

The content of this article is intended to provide a general guide to the subject matter. Specialist advice should be sought about your specific circumstances.

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