DEC-103 - decision validity, evidence, minutes and execution

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29 October 2026 · Mark approved the revised question 5: “that’s better - please reword the update and proceed”, after discussion of primary English-law sources. Author: Codex. Approved architectural direction; amended detailed wording retains ordinary separate review/readiness gates.

Approved rule

AOS shall distinguish the validity and effective time of a human decision, the provenance/authentication and evidential standing of its record, the separate approval status of minutes, and current permission to execute an action. It shall assess decision validity and sufficient evidence under the organisation’s applicable law, legal form, constitution/registered rules, powers and approved evidence/reliance policy. It shall not universally require later minutes approval to bring a decision into existence, nor require a second board approval of a separate decision record where those applicable arrangements do not require it.

Minutes approval and authentication are evidence events, not universal substitutes for the actual decision process. An authenticated record or extract may support reliance through an authorised evidence route, but neither its signature nor its label can manufacture a decision, cure missing powers/conditions or make disputed evidence conclusive. Preserve actual decision, record, authentication/approval, effective and execution times separately; no automatic backdating. Contradictory, missing or insufficient evidence withholds affected automated reliance for accountable human resolution without declaring that an otherwise valid legal decision does not exist. Organisation-specific additional assurance gates may be adopted, but must be labelled as AOS/organisation reliance policy rather than general law. Separately authorised urgent/service duties remain owned. Minute-taker drafting and Company Secretary stewardship remain distinct; human decision powers, protected constitutional processes, boardroom AI exclusion, current authority/data-use checks and DEC-088/089 remain unchanged.

Scope and implementation

DEC-103 → AOS-30 REQ-008/010/011/012 and VER-005/006/007; AOS-02 REQ-030 / VER-016; AOS-21 REQ-019/022/023 / VER-013/014; AOS-23 REQ-022 and AOS-24 REQ-005 preserve downstream states; AOS-40 REQ-019 / VER-016 and variants V01/V02 assess the four axes. Shared SC-R12/SC-V08 and Core REC-R09/REC-V06 align; KX-06 v0.3 replaces the universal-gate semantics of v0.2 with explicit profile/compatibility prerequisites. Existing requirement/case/variant IDs/counts retained; no case executed. DEC-087 partly superseded, original text preserved; DEC-088/089 and protected board powers retained.

Actual legal form, constitution/registered rules, lawful powers/process, effective conditions and evidence/recording arrangements

require appropriate competent review. AOS is recording assessed evidence and permissions, not issuing a court determination. The reviewed company provisions cannot be indiscriminately applied to registered societies. No named organisation's governing documents have been assessed. No comprehensive precedent/appeal history check is claimed.

Primary-source research and what it establishes

- Companies Act 2006, sections 248-249 (https://www.legislation.gov.uk/ukpga/2006/46/part/10/chapter/9/crossheading/records-of-meetings-of-directors): recording/retention and authenticated minutes as evidence with rebuttable presumptions; no general later-minutes-approval decision-creation rule in these provisions.
- Model articles, companies limited by guarantee, articles 7/8/15 (https://www.gov.uk/government/publications/model-articles-for-private-companies-limited-by-guarantee/model-articles-for-private-companies-limited-by-guarantee): decision-making and keeping records are distinct; model/default provisions are not evidence of a particular entity's adopted articles.
- [Woolgar v Newport Capital & Guarantee Ltd [2024] EWHC 1819 (Comm), paragraphs 36-43](https://www.bailii.org/ew/cases/EWHC/Comm/2024/1819.html): signed minutes were assessed against other evidence and were not conclusive proof of the alleged agreement.
- [Burnden Holdings (UK) Ltd v Fielding [2019] EWHC 1566 (Ch), paragraphs 172-173](https://www.bailii.org/ew/cases/EWHC/Ch/2019/1566.html): section 249 presumption and challenger's burden; the judge explained this further discussion was unnecessary to the preceding conclusion. Neither case establishes a universal subsequent-minutes approval prerequisite.
- Charity Commission CC48, minutes (https://www.gov.uk/government/publications/charities-and-meetings-cc48/charities-and-meetings): guidance contemplates prompt draft circulation to assist carrying out decisions and later minutes approval, subject to governing document; guidance is not case law.
- Co-operative and Community Benefit Societies Act 2014, section 14 (https://www.legislation.gov.uk/ukpga/2014/14/section/14): registered rules must address meetings/voting and committee/officer powers; particular rules and applicable provisions must be checked.

Sources reviewed online 29 October 2026; relevant judgment passages retrieved through indexed primary judgment text when direct BAILII opening was blocked. Conclusions are a bounded documentary/legal-source analysis, not independent legal advice for a particular provider.

Control and verification

Current revisions are in the linked inventory and the local manifest. The decision-view semantic revision is KX-06 v0.3, without implicit old-consumer or wire-schema compatibility. Original DEC-087 decision text and dated adoption snapshots remain explicitly identified history; only the specified universal-gate/evidence-route restrictions are superseded. Requirements/cases retain their identities and counts; amended proposed wording and planned acceptance are not executed results.

Originals, candidates, exact diff, hashes and scoped validation are retained locally in AOS/deliverability-review-2026-10-29/decision-103. Validation checks changed normative rows against an explicit scope list, IDs/counts, historical supersession markers, positive/negative evidence fixtures, current KX revision/pointers, newly introduced links and saved content. S-06-09 remain undecided.