

HOUSE No. 365

By Mr. Campbell of Medford (by request), petition of Henry F. Long (Commissioner of Corporations and Taxation) relative to the filing of bonds for payment of taxes due by corporations about to be dissolved. Taxation.

The Commonwealth of Massachusetts

In the Year One Thousand Nine Hundred and Forty-Eight.

AN ACT RELATIVE TO THE DISSOLUTION OF CORPORATIONS.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows:

1 Section 50 of chapter 155 of the General Laws, as
2 amended by chapter 66 of the acts of 1933, is hereby
3 further amended by adding at the end of the first
4 sentence the following:— provided, no such decree
5 shall be entered until the petitioner for dissolution
6 shall have filed with the commissioner a bond running
7 to the commonwealth, in a penal sum determined by
8 said commissioner and in a form approved by him,
9 executed by the petitioner as principal and by a
10 surety company authorized to do business in the com-
11 monwealth as surety, and conditioned upon the pay-
12 ment of any taxes due, or which may become due by
13 the corporation to be dissolved, to the commonwealth,
14 —so that said sentence shall read as follows:— A
15 corporation which desires to close its affairs may,

16 unless otherwise provided in the agreement of associa-
17 tion, by the vote of a majority of its members if it
18 has no capital stock, otherwise by a vote of a ma-
19 jority of all its stock, or, if two or more classes of stock
20 have been issued, of a majority of each class out-
21 standing and entitled to vote, authorize a petition
22 for its dissolution to be filed in the supreme judicial
23 or superior court setting forth in substance the grounds
24 of the application, or such a petition may be so filed
25 by the holder or holders of not less than forty per
26 cent of the capital stock issued and outstanding and
27 entitled to vote of a corporation subject to chapter
28 one hundred and fifty-six, if the votes of its board of
29 directors and of its stockholders are equally divided
30 on a question affecting the general management of
31 the affairs of the corporation, or if the votes of its
32 stockholders are equally divided in the election of
33 directors, and there appears to be no way of reaching
34 an agreement and breaking such deadlock; and the
35 court, after notice to parties interested and a hearing,
36 may decree a dissolution of the corporation; provided,
37 no such decree shall be entered until the petitioner for
38 dissolution shall have filed with the commissioner a
39 bond running to the commonwealth, in a penal sum
40 determined by said commissioner and in a form
41 approved by him, executed by the petitioner as prin-
42 cipal and by a surety company authorized to do busi-
43 ness in the commonwealth as surety, and conditioned
44 upon the payment of any taxes due, or which may
45 become due by the corporation to be dissolved, to
46 the commonwealth.