

The Commonwealth of Massachusetts

MEMORANDUM OF THE SECRETARY OF THE COMMONWEALTH PURSUANT TO GENERAL LAWS, CHAPTER 3, SECTION 7, WITH RESPECT TO PETITION OF JOHN J. MOSS AND OTHERS FOR LEGISLATION TO AUTHORIZE THE MERGER OF THE TRUSTEES OF THE MINISTERIAL FUND IN THE FIRST PARISH IN CAMBRIDGE INTO THE FIRST PARISH IN CAMBRIDGE (UNITARIAN UNIVERSALIST).

September 16, 1971.

To the Honorable Senate and House of Representatives:

The above-named petition was transmitted to me by the Clerk of the Senate Rules Committee on September 16, 1971, with a request for a memorandum.

The Trustees of the Ministerial Fund in the first parish in Cambridge was incorporated under the provisions of chapter 74 of the acts of 1816, which act was approved on December 9, 1816. The following legislation has been enacted relative to said corporation since its inception: chapter 63, acts of 1843; chapter 264, acts of 1885; chapter 199, acts of 1906; chapter 239, acts of 1912; chapter 88, acts of 1938.

***The records in this office fail to disclose the existence of a corporation under the name of The First Parish in Cambridge (Unitarian Universalist), as referred to in the petition.*

Section 1 of the bill before your honorable bodies seeks authority for The Trustees of the Ministerial Fund in the first parish in Cambridge (hereinafter referred to as "the merging corporation") to merge into The First Parish in Cambridge (Unitarian Universalist) (hereinafter referred to as "the surviving corporation"), which surviving corporation shall in all respects be a continuation of each of said existing corporations.

Sections 2 through 9 recite the following:

SECTION 2. The surviving corporation shall have all the privileges, powers and immunities which said existing corporations have heretofore acquired and enjoyed under the laws of the Common-

wealth. In addition to and not in limitation of any of the powers by this act conferred, the surviving corporation is empowered to and shall devote its resources to and exercise its corporate powers for religious, educational, and charitable purposes within the full scope of activities of said surviving corporation as defined by its membership subject to the general direction and governance of its Standing Committee; and may solicit and receive funds separately or with others to support its work. The surviving corporation may make appropriations to carry on its work, including appropriations to other organizations to enable them to assist it in carrying on its work and, without limitation as to amount, it may receive, hold, manage, invest and reinvest, and distribute, any real and personal property for any of its purposes.

SECTION 3. Upon such merger becoming effective, all property of the Trustees of the Ministerial Fund in the first parish in Cambridge, including all bequests, devises, gifts and transfers of any kind heretofore and hereafter made for the benefit of said merging corporation, shall be transferred to and vested in the surviving corporation without further act or deed. The surviving corporation shall have the same powers, rights, and privileges with respect to such property and with respect to such bequests, devises, gifts, and transfers as would have been possessed by the surviving corporation had such bequests, devises, gifts, and transfers been made directly to it and for its purposes (so far as such powers, rights, and privileges can be constitutionally conferred by the General Court, and without prejudice to any court proceeding), and otherwise shall have with respect to such property and such bequests, devises, gifts, and transfers, the same powers, rights, and privileges as would have been possessed by the merging corporation and by the surviving corporation, respectively, had such merger not been effected.

SECTION 4. The surviving corporation shall be deemed to have assumed and shall be liable for all liabilities and obligations of said merging corporation as well as of said surviving corporation.

SECTION 5. All members of the merging corporation shall be deemed to have become members of the surviving corporation on the date when the merger becomes effective. New members may be admitted to the surviving corporation thereafter in accordance with the provisions of the bylaws of the surviving corporation.

SECTION 6. The merger shall not become effective unless and until:

(a) at meetings called for this purpose, each of said existing corporations shall have accepted this act; and

(b) after the acceptances, the prospective members of the surviving corporation shall have called and held a meeting to elect (and thereat have elected) its first Standing Committee, together with any other officers and committees required to be elected by the members under the aforesaid bylaws, in accordance therewith.

SECTION 7. The merger shall be complete and effective upon the filing with the Secretary of the Commonwealth, not later than thirty days after said election meeting and within one year after the passage of this Act, of a certificate signed by the Clerks of said existing corporations, who shall make affidavit setting forth detailed compliance with the provisions of Section 6 and stating the names and addresses of the officers and committee members elected at said election meeting.

SECTION 8. This Act shall be known and may be cited as the Ministerial Fund Merger Act of 1971.

SECTION 9. It is the finding and sense of the General Court after due consideration of evidence presented at a public hearing, due notice of which was given, that the public convenience and interest, as well as the respective religious, educational and charitable interests affected, will be served by the enactment hereof and by the performances contemplated hereunder, in that the management and application of said property is likely to be conducted with greater economy and efficiency, within the scope of activities and purposes reasonably imputable to the original donors and founders of said existing corporations interpreted in the light of modern circumstances.

Please note that the records in this office fail to disclose the existence of a corporation under the name of The First Parish in Cambridge (Unitarian Universalist), referred to in Section 1 of the petition before your honorable bodies as the surviving corporation.

Please note also that the true corporate name of the corporation referred to in Section 3 of the petition as: The Trustees of the Ministerial Fund in the first parish in Cambridge is: The Trustees of the Ministerial Fund in the first parish in Cambridge the T in the first word The being capitalized.

Special legislation is required to effect the desired result.

Whether or not this should be allowed is a matter of policy within your exclusive jurisdiction, and this office expresses no objection to this bill nor offers any opposition to the merits of the bill. No fee is required to be paid by a corporation of this type under the provisions of Chapter 3, Section 7.

Respectfully submitted,

JOHN F. X. DAVOREN
Secretary of the Commonwealth.

By Mr. Mahoney of Cambridge, petition of John J. Moss and others for legislation to authorize the merger of The Trustees of the Ministerial Fund in The First Parish in Cambridge into The First Parish in Cambridge (Unitarian Universalist). Commerce and Labor.

The Commonwealth of Massachusetts

In the Year One Thousand Nine Hundred and Seventy-One.

AN ACT AUTHORIZING THE MERGER OF THE TRUSTEES OF THE MINISTERIAL FUND IN THE FIRST PARISH IN CAMBRIDGE INTO THE FIRST PARISH IN CAMBRIDGE (UNITARIAN UNIVERSALIST).

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 1. The Trustees of the Ministerial Fund in the
2 first parish in Cambridge, a religious body politic and corporate
3 organized and existing under Chapter 74 of the Acts of 1816 as
4 amended to date and otherwise under the laws of the Common-
5 wealth of Massachusetts (hereinafter referred to as "the merging
6 corporation") is hereby authorized to merge into The First Parish
7 in Cambridge (Unitarian Universalist), a religious body politic
8 and corporate organized and existing under the laws of said
9 Commonwealth (hereinafter referred to as "the surviving corpo-
10 ration"), which surviving corporation shall in all respects be a
11 continuation of each of said existing corporations.

1 SECTION 2. The surviving corporation shall have all the
2 privileges, powers and immunities which said existing corpora-
3 tions have heretofore acquired and enjoyed under the laws of the
4 Commonwealth. In addition to and not in limitation of any of
5 the powers by this act conferred, the surviving corporation is
6 empowered to and shall devote its resources to and exercise its
7 corporate powers for religious, educational, and charitable
8 purposes within the full scope of activities of said surviving
9 corporation as defined by its membership subject to the general

10 direction and governance of its Standing Committee; and may
11 solicit and receive funds separately or with others to support its
12 work. The surviving corporation may make appropriations to
13 carry on its work, including appropriations to other organizations
14 to enable them to assist it in carrying on its work and, without
15 limitation as to amount, it may receive, hold, manage, invest and
16 reinvest, and distribute, any real and personal property for any of
17 its purposes.

1 SECTION 3. Upon such merger becoming effective, all
2 property of the Trustees of the Ministerial Fund in the first
3 parish in Cambridge, including all bequests, devises, gifts and
4 transfers of any kind heretofore and hereafter made for the
5 benefit of said merging corporation, shall be transferred to and
6 vested in the surviving corporation without further act or deed.
7 The surviving corporation shall have the same powers, rights, and
8 privileges with respect to such property and with respect to such
9 bequests, devises, gifts, and transfers as would have been
10 possessed by the surviving corporation had such bequests,
11 devises, gifts, and transfers been made directly to it and for its
12 purposes (so far as such powers, rights, and privileges can be
13 constitutionally conferred by the General Court, and without
14 prejudice to any court proceeding), and otherwise shall have with
15 respect to such property and such bequests, devises, gifts, and
16 transfers, the same powers, rights, and privileges as would have
17 been possessed by the merging corporation and by the surviving
18 corporation, respectively, had such merger not been effected.

1 SECTION 4. The surviving corporation shall be deemed to
2 have assumed and shall be liable for all liabilities and obligations
3 of said merging corporation as well as of said surviving
4 corporation.

1 SECTION 5. All members of the merging corporation shall be
2 deemed to have become members of the surviving corporation on
3 the date when the merger becomes effective. New members may
4 be admitted to the surviving corporation thereafter in accordance
5 with the provisions of the bylaws of the surviving corporation.

1 SECTION 6. The merger shall not become effective unless and
2 until:

- 3 (a) at meetings called for this purpose, each of said existing
4 corporations shall have accepted this act; and
- 5 (b) after the acceptances, the prospective members of the
6 surviving corporation shall have called and held a meeting to elect
7 (and thereat have elected) its first Standing Committee, together
8 with any other officers and committees required to be elected by
9 the members under the aforesaid bylaws, in accordance there-
10 with.

1 SECTION 7. The merger shall be complete and effective upon
2 the filing with the Secretary of the Commonwealth, not later
3 than thirty days after said election meeting and within one year
4 after the passage of this Act, of a certificate signed by the Clerks
5 of said existing corporations, who shall make affidavit setting
6 forth detailed compliance with the provisions of Section 6 and
7 stating the names and addresses of the officers and committee
8 members elected at said election meeting.

1 SECTION 8. This Act shall be known and may be cited as the
2 Ministerial Fund Merger Act of 1971.

1 SECTION 9. It is the finding and sense of the General Court
2 after due consideration of evidence presented at a public hearing,
3 due notice of which was given, that the public convenience and
4 interest, as well as the respective religious, educational and
5 charitable interests affected, will be served by the enactment
6 hereof and by the performances contemplated hereunder, in
7 that the management and application of said property is likely to
8 be conducted with greater economy and efficiency, within the
9 scope of activities and purposes reasonably imputable to the
10 original donors and founders of said existing corporations
11 interpreted in the light of modern circumstances.

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