

HOUSE No. 1604

The Commonwealth of Massachusetts

HOUSE OF REPRESENTATIVES, March 2, 1937.

The committee on Mercantile Affairs, to whom was referred the petition (accompanied by bill, House, No. 1463) of Homans Robinson for amendment of the law regulating charitable corporations in respect to change of name or purpose, report the accompanying bill (House, No. 1604).

For the committee,

OTIS M. WHITNEY.

The Commonwealth of Massachusetts

In the Year One Thousand Nine Hundred and Thirty-Seven.

An Act relative to Change of Purpose or Name of Corporations organized for Charitable and Certain Other Purposes.

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. Chapter one hundred and eighty of the
2 General Laws is hereby amended by striking out sec-
3 tion ten, as appearing in the Tercentenary Edition,
4 and inserting in place thereof the following: —
5 *Section 10.* Such corporation may, at a meeting
6 duly called for the purpose, by vote of two thirds of
7 the capital stock outstanding and entitled to vote, or,
8 in case such corporation has no capital stock, by vote
9 of two thirds of the persons legally qualified to vote in
10 meetings of the corporation, or by a larger vote if its
11 agreement of association or by-laws shall so require,
12 add to or change the purposes for which it was incor-
13 porated, if the additional or new purpose is authorized
14 by section two. The presiding, financial and recording
15 officers and a majority of its other officers having the
16 powers of directors shall forthwith make, sign and
17 swear to a certificate setting forth such addition to or
18 change of purposes, which, having been submitted to
19 the commissioner of corporations and taxation and
20 approved by him, shall thereupon be filed in the office
21 of the state secretary.

1 SECTION 2. Chapter one hundred and eighty of the
2 General Laws is hereby amended by striking out sec-
3 tion eleven, as appearing in the Tercentenary Edition,
4 and inserting in place thereof the following: —

5 *Section 11.* A corporation organized under general
6 or special laws for any of the purposes specified in
7 section two, if unable to comply with section ten of
8 this chapter or section ten of chapter one hundred and
9 fifty-five, may petition the commissioner of corpora-
10 tions and taxation for an addition to or change of pur-
11 poses or for a change of name, as the case may be.
12 The petition shall contain a list of the officers and stock-
13 holders or members of the corporation, so far as they
14 are known, with their addresses; shall state why the
15 section in question cannot be complied with and the
16 additional or new purposes or the name proposed to
17 be adopted by the corporation. It shall be signed and
18 sworn to by the president or one member of the board
19 of directors. The commissioner may require the peti-
20 tioner to give him information as to what attempt, if
21 any, has been made to secure the approval of two
22 thirds of the stockholders or members, or of such pro-
23 portion thereof as the agreement of association or
24 by-laws of the corporation may prescribe, for the pro-
25 posed addition to or change of purposes or for the pro-
26 posed change of name. The commissioner may also
27 require any other information which may assist in
28 determining the matter before him. He may direct
29 the petitioner or the officers of the corporation to give
30 any further notice to the members thereof of the pro-
31 posed addition to or change of purposes or change of
32 name and to report to him the result of such notice.
33 If the commissioner is satisfied that the proposed new
34 or additional purposes or the proposed name of the
35 corporation is approved by such members or stock-

36 holders thereof as have expressed an opinion in rela-
37 tion thereto, or of a reasonable proportion thereof, he
38 shall endorse his approval on the petition, and there-
39 upon it shall be filed in the office of the state secretary,
40 who shall, in the case of a change of name, direct publi-
41 cation thereof and grant a certificate of name as pro-
42 vided in section ten of chapter one hundred and fifty-
43 five. No petition hereunder for a change of name of a
44 corporation subject to section twenty-six shall be con-
45 sidered by the commissioner of corporations and taxa-
46 tion until after such change of name has been ap-
47 proved by the state secretary.