

HOUSE No. 3691

The Commonwealth of Massachusetts

PRESENTED BY:

Aaron Vega

To the Honorable Senate and House of Representatives of the Commonwealth of Massachusetts in General Court assembled:

The undersigned legislators and/or citizens respectfully petition for the adoption of the accompanying bill:

An Act authorizing the merger of the Salvation Army of Massachusetts, Inc. into the Salvation Army, a New York Corporation.

PETITION OF:

NAME:	DISTRICT/ADDRESS:	DATE ADDED:
<i>Aaron Vega</i>	<i>5th Hampden</i>	<i>1/12/2017</i>
<i>Gailanne M. Cariddi</i>	<i>1st Berkshire</i>	<i>1/18/2017</i>
<i>Elizabeth A. Poirier</i>	<i>14th Bristol</i>	<i>1/17/2017</i>

HOUSE No. 3691

By Mr. Vega of Holyoke, a petition (subject to Joint Rule 9) of Aaron Vega, Gailanne M. Cariddi and Elizabeth A. Poirier relative to authorizing the merger of the Salvation Army of Massachusetts, Inc. into the Salvation Army, a New York Corporation. State Administration and Regulatory Oversight.

The Commonwealth of Massachusetts

**In the One Hundred and Ninetieth General Court
(2017-2018)**

An Act authorizing the merger of the Salvation Army of Massachusetts, Inc. into the Salvation Army, a New York Corporation.

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. Notwithstanding section 10A of chapter 180 of the General Laws or any
2 other general or special law to the contrary, The Salvation Army of Massachusetts, Inc., a
3 nonprofit religious and charitable corporation and a public charity as defined in said chapter 180,
4 may merge into The Salvation Army, a New York nonprofit religious and charitable corporation.

5 SECTION 2. This merger shall take effect only if the merged corporation files with the
6 state secretary articles of merger, providing that the merged corporation: (i) may be sued in the
7 commonwealth for any prior obligation of The Salvation Army of Massachusetts, Inc., and any
8 other obligation incurred by the merged corporation, so long as any liability remains outstanding
9 against the corporation in the commonwealth; and (ii) shall be bound by, and the prior
10 obligations under clause (i) shall include, any restrictions, whether in the nature of a contract or
11 in the nature of an express or implied trust, on the use or disposition of assets held for charitable

12 purposes by The Salvation Army of Massachusetts, Inc., and the merged corporation shall
13 irrevocably appoint the state secretary as its agent to accept service of process in any action for
14 the enforcement of any such obligation, including taxes, in the manner provided in chapter 180
15 of the General Laws.

16 END OF BILL

17 MEMORANDUM OF THE SECRETARY OF THE COMMONWEALTH IN
18 RESPECT TO THE PETITION OF AARON VEGA, GAILANNE M. CARIDDI AND
19 ELIZABETH L. POIRIER FOR LEGISLATION TO AUTHORIZE THE MERGER OF THE
20 SALVATION ARMY OF MASSACHUSETTS, INC. INTO THE SALVATION ARMY, A
21 NEW YORK CORPORATION

22 May 10, 2017

23 To The Honorable Senate And House of Representatives:

24 On May 8, 2017 the Clerk of the House of Representatives forwarded the above-
25 referenced petition and bill to me with a request for a memorandum pursuant to General Laws
26 Chapter 3 § 7.

27 The bill before you seeks to authorize the merger of the Salvation Army of
28 Massachusetts, Inc. into the Salvation Army, a New York non-profit religious and charitable
29 corporation. Massachusetts General Law, Chapter 180 § 10A, does not allow for such merger if
30 the surviving entity is not organized under Massachusetts law.

31 Notwithstanding the prohibitions contained in M.G.L. Chapter 180, the bill seeks to
32 authorize the merger. Special legislation is necessary to accomplish that end. This office
33 supports the legislation.

34 No fee is required to be paid to the commonwealth by a corporation of this type.

35 Respectfully submitted,

36 William Francis Galvin

37 Secretary of the Commonwealth

38 WFG/lf