

Subpart B. BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Art.		Chap.
I.	GENERAL PROVISIONS	11
II.	DOMESTIC CORPORATION MATTERS	21
III.	FOREIGN CORPORATION MATTERS	61
IV.	OTHER ASSOCIATIONS	71
V.	MISCELLANEOUS MATTERS	91

ARTICLE I. GENERAL PROVISIONS

Chap.		Sec.
11.	PRELIMINARY PROVISIONS	11.1
13.	SPECIAL RULES OF ADMINISTRATIVE PRACTICE AND PROCEDURE	13.1
15.	CUSTODY AND MANAGEMENT OF ORPHAN CORPORATE AND BUSINESS RECORDS.....	15.1
17.	NAMES	17.1
19.	REGISTERED OFFICES AND ADDRESSES	19.1

CHAPTER 11. PRELIMINARY PROVISIONS

Subchap.		Sec.
A.	GENERAL PROVISIONS	11.1
B.	FORMS	11.101

Subchapter A. GENERAL PROVISIONS

Sec.	
11.1.	Definitions.
11.2.	Application and effect of subpart.
11.3.	Functions of Department generally.
11.4.	Subordination of code to regulatory laws.
11.5.	Powers of Department generally.
11.6.	Limited Departmental review function.
11.7.	Size, shape and physical characteristics of filed documents.
11.8.	Specification of required number of copies of documents.
11.9.	Engrossed certificates.
11.10.	Docketing statements.
11.11.	Requirements to be met by filed documents.
11.12.	Processing of documents by Department.
11.13.	Immediate certified copy.
11.14.	Effective date of documents.
11.15.	Disposition of filed documents.
11.16.	Summary judicial review of rejection of documents not involving examination of mark or insignia.

- 11.17. Judicial review of rejection of documents involving examination of mark or insignia.
- 11.18. Statement of correction.
- 11.19. Tax clearance of certain fundamental transactions.

§ 11.1. Definitions.

The following words and terms, when used in this subpart, have the following meanings, unless the context clearly indicates otherwise:

Banking Code—The Banking Code of 1965 (7 P.S. §§ 101—2201).

BCL—Title 15 of the *Pennsylvania Consolidated Statutes* §§ 1101—4162 (relating to the Business Corporation Law of 1988).

CCL—Title 15 of the *Pennsylvania Consolidated Statutes* §§ 7101—7107 (relating to the Cooperative Corporation Law of 1988).

Credit Union Law—Title 17 of the *Pennsylvania Consolidated Statutes* (relating to the Credit Union Code).

GAA—The General Association Act of 1988 (15 P.S. §§ 20101—20304).

NPCL—Title 15 of the *Pennsylvania Consolidated Statutes* §§ 5101—6162 (relating to the Nonprofit Corporation Law of 1988).

RULPA—Title 15 of the *Pennsylvania Consolidated Statutes* §§ 8501—8594 (relating to the Pennsylvania Revised Uniform Limited Partnership Act).

Savings Association Code—The Savings Association Code of 1967 (7 P.S. §§ 6020-1—6020-254).

Submittal—An assignment, application, amendment, exhibit, articles, certificate, statement, decree, officer's return or other like document filed in an ex parte or other nonadversary proceeding.

Source

The provisions of this § 11.1 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended March 19, 1976, effective March 20, 1976, 6 Pa.B. 571; amended April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial pages (54454) to (54455).

§ 11.2. Application and effect of subpart.

(a) This subpart applies to the activities of the Department conducted under the code or under 13 Pa.C.S. (relating to Uniform Commercial Code), 17 Pa.C.S. (relating to the Credit Union Code) or 54 Pa.C.S. (relating to names) or under another provision of law that makes reference to the powers and procedures of Chapter 1 Subchapter B of the code (relating to functions and powers of the Department of State).

(b) Chapter 13 (relating to special rules of administrative practice and procedure), and other provisions of this subpart incorporated therein by reference, including docketing statement forms, constitute regulations of the Department. The remaining provisions of this subpart, including the formats of documents published in this subpart, constitute only pronouncements by the Department for

the benefit of the public concerning the manner in which the Department expects to administer the code and related statutes and are not intended to have the force of law.

Source

The provisions of this § 11.2 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

§ 11.3. Functions of Department generally.

The function of the Department under the code and related provisions of law is to act in a manner comparable to the offices of recorder of deeds under former provisions of law as an office of public record wherein articles and other papers relating to association affairs, to names and marks and to cooperative contracts and *Uniform Commercial Code* secured financing documents may be filed to establish the permanent and definitive text thereof and to afford persons the opportunity of acquiring knowledge of the contents thereof.

Source

The provisions of this § 11.3 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 11.5 (relating to powers of Department generally).

§ 11.4. Subordination of code to regulatory laws.

(a) Section 103(a) of the code (relating to subordination of title to regulatory laws) provides that the code is not intended to authorize a corporation or other association to do an act prohibited by a statute regulating the business of the association or by a rule or regulation validly promulgated thereunder by a department, board or commission of the Commonwealth, and that except as otherwise provided by the statutes and rules and regulations promulgated thereunder applicable to the business of the association, the issuance by the Department of a certificate evidencing the incorporation of a corporation or the filing of an instrument with respect to or the qualification of an association under the code or an amendment to its articles or other change in its status or other action under the code will not be effective to exempt the association from the requirements of those statutes or rules and regulations.

(b) Section 103(b) of the code provides that a document filed in the Department or a bylaw adopted or other corporate or other action taken under the authority of the code or other action pursuant thereto in violation of a statute or rule or regulation regulating the business of the association shall be ineffective as against the Commonwealth, including the departments, boards and commissions thereof, until the violation is cured.

(c) Section 103(c) of the code provides that, if and to the extent that a statute regulating the business of a corporation or other association sets forth provisions

relating to the government and regulation of the affairs of associations that are inconsistent with the code on the same subject, the provisions of the other statute control.

Source

The provisions of this § 11.4 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 11.11 (relating to requirements to be met by filed documents).

§ 11.5. Powers of Department generally.

The code provides that the Department has the power and authority reasonably necessary to enable it to administer Chapter 1 Subchapter B of the code (relating to functions and powers of Department of State) efficiently and to perform the functions specified in § 11.3 (relating to functions of Department generally) and in 13 Pa.C.S. (relating to Uniform Commercial Code) and in 17 Pa.C.S. (relating to Credit Union Code).

Source

The provisions of this § 11.5 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

§ 11.6. Limited Departmental review function.

(a) Except to the extent required to determine whether the document complies with § 11.11 (relating to requirements to be met by filed documents), the Department is prohibited by law from examining articles and other documents authorized or required to be filed in the Department under the code and related legislation to determine whether the language or content thereof conforms to the provisions of the applicable law.

(b) A document delivered to the Department for the purpose of filing in the Department will be deemed to be in accordance with law and to conform to law, as those terms are used in statutes relating to the powers and duties of the Department, if the document conforms to § 11.11.

Source

The provisions of this § 11.6 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

§ 11.7. Size, shape and physical characteristics of filed documents.

Articles and other documents authorized or required to be filed in the Department under the code and related legislation shall be in a format as to size, shape and other physical characteristics prescribed by Chapter 13 (relating to special rules of administrative practice and procedure) and other applicable provisions of this title. See also § 13.5 (relating to form).

Source

The provisions of this § 11.7 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 13.5 (relating to form).

§ 11.8. Specification of required number of copies of documents.

Section 133(d) of the code (relating to powers of Department of State) provides that the Department is authorized to require by regulation the submission of not to exceed three conformed copies of a document in addition to the original and copies thereof otherwise required by law. In general, under § 13.9 (relating to number of copies) only one original of a form or other filing permitted or required by law to be made in the Department is required to be submitted to the Department. In other cases, the formats promulgated by the Department in this title for use under the code and related legislation for the form or other filing include a statement of the total number of documents, the original and copies, required to be submitted to the Department as part of a single filing. See also § 13.9.

Source

The provisions of this § 11.8 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 13.9 (relating to number of copies).

§ 11.9. Engrossed certificates.

(a) Whenever the Department has taken action under the code or related legislation, the Department will, upon request and payment of the applicable fee therefor (see § 3.22(d) (relating to certification fees)), prepare and issue to a person entitled thereto an engrossed certificate evidencing the action, executed by the Secretary of the Commonwealth under the seal of the Commonwealth.

(b) In the alternative, the Department will officially certify an appropriately-worded engrossed certificate prepared by the applicant for the fee in § 3.22(d).

Source

The provisions of this § 11.9 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 3.22 (relating to certification fees).

§ 11.10. Docketing statements.

(a) The Department is authorized by section 134 of the code (relating to docketing statement) to prescribe by regulation one or more official docketing statement forms designed to elicit from a person effecting a filing under the code

and related legislation information that the Department has found to be necessary or desirable in connection with the processing of a submittal. The code provides that a form of docketing statement:

- (1) Shall be published in the *Pennsylvania Code*. See §§ 13.12 and 13.51 (relating to docketing statements; and official forms).
 - (2) May not be integrated into a single document covering the requirements of the submittal and its related docketing statement.
 - (3) May be required by the Department in connection with a submittal only if notice of the requirement appears on the official format for the submittal published in this subpart.
 - (4) May not be required to be submitted on Department furnished forms.
 - (5) May not constitute a document filed in, with or by the Department for the purposes of this title or another provision of law except 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities).
- (b) The Department will note the fact and date of the filing of articles of incorporation, consolidation, merger, division, conversion or domestication or certificate of election or issuance of the certificate of authority, as the case may be, upon the docketing statement and will transmit a copy of it to the Department of Revenue.
- (c) If the docketing statement delivered to the Department sets forth a kind of business in which a corporation, partnership or other association may not engage without the approval of or a license from a department, board or commission of the Commonwealth, the Department will, upon the filing of articles of incorporation, consolidation, division or domestication or certificate of election or issuance of the certificate of authority, promptly transmit a copy of the docketing statement to each department, board or commission.
- (d) A docketing statement will not become a part of the “articles” under section 1103 of the BCL (relating to definitions) or section 5103 of the NPCL (relating to definitions) or the “certificate of limited partnership” under section 8503 of the RULPA (relating to definitions) since it is not:
- (1) A document filed under Part II of the code (relating to corporations) or Chapter 85 of the code (relating to limited partnerships).
 - (2) Listed with documents filed under sections 108 and 138 of the code (relating to change in location or status of registered office provided by agent; and statement of correction) in the definitions of “articles” and “certificate of limited partnership” in section 1103 of the BCL, section 5103 of the NPCL and 8503 of RULPA, respectively.

Source

The provisions of this § 11.10 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 13.12 (relating to docketing statements).

§ 11.11. Requirements to be met by filed documents.

(a) Section 135 of the code (relating to requirements to be met by filed documents) provides that a document shall be accepted for filing by the Department if it satisfies the following requirements:

(1) The document purports on its face to relate to matters authorized or required to be filed under the code or other applicable law or contains a caption indicating that relationship and, if no applicable docketing statement has been prescribed (see § 13.51 (relating to official forms)), contains sufficient information to permit the Department to prepare a docket record entry:

(i) Identifying the name of the association or other person to which the document relates.

(ii) Identifying the association or associations, if any, the existence of which is to be created, extended, limited or terminated by reason of the filing and the duration of existence of the association.

(iii) Specifying the date upon which the creation or termination of existence, if any, of the association effected by the filing will take effect.

(2) The document complies as to size, shape and other physical characteristics with Chapter 13 (relating to special rules of administrative practice and procedure) and other applicable provisions of this subpart incorporated therein by reference.

(3) In the case of a document that creates a new association or effects or reflects a change in name one of the following applies:

(i) The document is accompanied by evidence that the proposed name has been reserved by or on behalf of the applicant.

(ii) The proposed name is available for use under the applicable standard established by the code and 54 Pa.C.S. (relating to names) and other applicable provisions of law.

(4) In the case of another document that sets forth a name or mark, the proposed name or mark is available for use under the applicable standard established by law. See Chapter 17 (relating to names).

(5) A registered office set forth in the document complies with § 19.1 (relating to blind addresses prohibited) and other applicable provisions of Chapter 19 (relating to registered offices and addresses).

(6) The document is executed. See § 13.8 (relating to execution).

(7) If required, the filing is accompanied by the docketing statement provided for under § 13.12 (relating to docketing statements).

(8) Fees, taxes and certificates or statements relating thereto required by § 13.13 (relating to tax clearance certificates) or otherwise have been tendered therewith.

(9) Certificates and other instruments required by statute evidencing the consent or approval of a department, board, commission or other agency of this Commonwealth as a prerequisite to the filing of the document in the Depart-

ment have been incorporated into, attached to or otherwise tendered with the document. See § 13.14 (relating to governmental approvals).

(b) It is the policy of the Department, in all cases of doubt, to resolve that doubt in favor of the prompt filing of the questioned document subject to later correction, if necessary. Under the applicable law there is no longer an implication from the acceptance of a submittal that the Department has ruled that a document conforms to law except in the limited instances noted in subsection (a). Under § 11.4 (relating to subordination of code to regulatory laws), the filing of a questionable document will not adversely affect a public right, and, if unlawful, cannot permanently affect a private right in view of the remedies currently available under § 11.18 (relating to statement of correction) to private parties.

Source

The provisions of this § 11.11 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 3.2 (relating to date of deposit as filing date); 19 Pa. Code § 3.27 (relating to immediate certified copy fee); 19 Pa. Code § 11.6 (relating to limited Departmental review function); 19 Pa. Code § 11.12 (relating to processing of documents by Department); and 19 Pa. Code § 13.14 (relating to governmental approach).

§ 11.12. Processing of documents by Department.

(a) A document deposited with the Department will be marked with a receipt date.

(b) A document marked with a receipt date will be examined by the Department to determine if it conforms with the requirements of § 11.11 (relating to requirements to be met by filed documents).

(c) If it is determined that a document conforms to the requirements of § 11.11 it will be filed by the Department as of the receipt date.

(d) If a document is deposited and is rejected for failing to conform with § 11.11, the Department will notify the person who deposited the document of the rejection. If the completed document, including a fee required by § 3.24 (relating to invoicing fee), is resubmitted within 30 days of the mailing of the notice, the Department will file the document as of the day the document was originally deposited if the following apply:

(1) One of the following applies:

(i) There has been no definitive filing or interim filing utilizing the association name.

(ii) Evidence of reservation of an involved association name accompanies the document (see § 17.31 (relating to availability and reservation of name)).

(2) The dates on documents or certificates which are needed to support the original submittal are operative or effective on or as of the original date of submission.

(e) If a document conforms to § 11.11, section 136(a) of the code (relating to processing of documents by Department of State) requires that the Department file the document, certify that the document has been filed by endorsing upon the document the fact and date of filing, make and retain a copy thereof and return the document or a copy thereof so endorsed to or upon the order of the person who delivered the document to the Department. See § 11.14 (relating to effective date of documents).

Source

The provisions of this § 11.12 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 11.14 (relating to effective date of documents).

§ 11.13. Immediate certified copy.

(a) If a duplicate copy, which may be either a signed or conformed copy, of articles or other document authorized or required by the code or related legislation to be filed in the Department is delivered to the Department with the original signed document, the Department is required by section 136(b) of the code (relating to processing of documents by Department of State) to compare the duplicate copy with the original signed document and, if it finds that they are identical, to certify the duplicate copy by making upon it the same endorsement that is required to appear upon the original, together with a further endorsement that the duplicate copy is a true copy of the original signed document, and to return the duplicate copy to the person who delivered it to the Department.

(b) If the duplicate copy is delivered by hand to the Department at Room 308, North Office Building, Harrisburg, at least 4 hours before the close of business on a day not a holiday and relates to a matter other than a filing made under 54 Pa.C.S. (relating to names) or the reservation or registration of a name under the code or 17 Pa.C.S. (relating to Credit Unions Code), and in the case of a document that creates an association, effects or reflects a change in name, or qualifies a foreign association to do business in this Commonwealth is accompanied by evidence that the name has been reserved or registered by or on behalf of the applicant, the Department before the close of business on that day will either:

(1) Certify the duplicate copy as required by this section and make the certified copy available at Room 308, North Office Building, Harrisburg, to or upon the order of the person who delivered it to the Department. In lieu of comparing the duplicate copy with the original signed document as provided in this paragraph, the Department may make a copy of the original signed document at the cost of the person who delivered it to the Department.

(2) Make available at Room 308, North Office Building, Harrisburg, to or upon the order of the person who delivered it to the Department a brief statement in writing of the reasons of the Department for refusing to certify the duplicate copy.

(c) A request for an immediate certified copy shall be accompanied by the expedited filing fee in § 3.27 (relating to immediate certified copy fee).

(d) It is the policy of the Department to facilitate the processing of submittals of certification requests whenever necessary to accommodate transactional deadlines. Parties contemplating major transactions, such as those relating to large registered corporations, are encouraged to advise the Office of the Secretary of the Commonwealth directly of the probable nature and timing of the transaction, in order to permit the Departmental management sufficient time to coordinate fully an appropriate and timely response to the related submittals or certification requests. A person who expects to make a submittal to the Department, or who will require Departmental certifications, with respect to an association which will require immediate or prompt action by the Department—for example, reincorporations, mergers, divisions, conversions, and the like—and which may involve novel or difficult administrative decisions by the personnel of the Department, are urged to preclear the document with the Department or otherwise afford the Department advance notice of the planned submittal or required certifications and the issues, if any, involved therein.

Source

The provisions of this § 11.13 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 3.27 (relating to immediate certified copy fee); and 19 Pa. Code § 11.16 (relating to summary judicial review of rejection of documents not involving examination of mark or insignia).

§ 11.14. Effective date of documents.

(a) Except as otherwise provided in the code and related legislation with respect to the inclusion in a document of a statement of a delayed effective date, section 136(c) of the code (relating to processing of documents by Department of State) provides that a document shall become effective upon the filing thereof in the Department. See § 11.12 (relating to processing of documents by Department).

(b) If a filed document contains a delayed effective date, the document will not affect corporate existence until the effective date despite the fact that the document was filed prior to that date.

Source

The provisions of this § 11.14 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 11.12 (relating to processing of documents by Department).

§ 11.15. Disposition of filed documents.

The Department may make a copy, on microfilm or otherwise, of a document filed in, with or by it under the code or related legislation, or a statute thereby supplied or repealed, and under section 136(d) of the code (relating to processing of documents by Department of State) thereafter destroy the document or, if required by the applicable procedure, return it to or upon the order of the person who delivered the document to the Department.

Source

The provisions of this § 11.15 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

§ 11.16. Summary judicial review of rejection of documents not involving examination of mark or insignia.

(a) Whenever the Department rejects a document, other than a document relating to a mark or insignia requiring examination under 54 Pa.C.S. (relating to names), delivered for filing under the code or related legislation or fails to make available a certified duplicate copy of the document within the time provided by § 11.13 (relating to immediate certified copy), section 137(a) of the code (relating to court to pass upon rejection of documents by Department of State) provides that: the original document or copies thereof, the statement, if any, of the Department made under § 11.13(b)(2) and other papers relating thereto may be delivered to the Prothonotary of the Commonwealth Court, which is the court vested by 42 Pa.C.S. § 763 (relating to direct appeals from government agencies) with jurisdiction of appeals from the Department. The Prothonotary is required to transmit the papers to the Court without formality or expense to the person who delivered the original document to the Department. The question of the eligibility of the document for filing in the Department is required to be, at the earliest possible time, heard by a judge of the Court, without jury, in the Court or in chambers, and that the true intent of section 137 of the code is to secure for applicants an immediate hearing in court and a determination by the Court without delay or expense to the applicants. This special summary procedure has been saved from suspension by 210 Pa. Code Rule 5102(b)(6) (relating to statutes saved from suspension), which under 1 Pa.C.S. § 1937(a) (relating to references to statutes and regulations), as made applicable by 210 Pa. Code Rule 107 (relating to rules of construction), continues to apply to section 137 of the code notwithstanding the fact that it has been renumbered from former section 135 of the code (relating to requirements to be met by filed documents).

(b) The finding of the Commonwealth Court, or a judge thereof, that a document is eligible for filing in the Department will be treated by the Department as final and the Department will act in accordance therewith. It is provided in sec-

tion 137(b) of the code that the Department will not have a right in the exercise of its functions under the code or related legislation to seek judicial review of an adverse order entered under section 137(a) of the code by the Commonwealth Court and that a right which the Department might enjoy under the Constitution of the Commonwealth or otherwise has been waived by the General Assembly. A department, board or commission of the Commonwealth which contends that the document fails to comply with section 135(a)(6) of the code may seek judicial review of the order. See also § 13.14 (relating to governmental approvals).

(c) The corporation or an incorporator of a proposed corporation or other aggrieved applicant may within the time and in the manner provided by law seek judicial review in the Supreme Court of Pennsylvania of an adverse order of the Commonwealth Court entered in the appeal.

(d) The appeal rights existing under section 137 of the code by their terms do not impair the right of a person to proceed under § 11.18 (relating to statement of correction) nor impair the right of the Attorney General to institute proceedings under section 503 of the code (relating to actions to revoke corporate franchises).

Source

The provisions of this § 11.16 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 11.17 (relating to judicial review of rejection of documents including examination of mark or insignia).

§ 11.17. Judicial review of rejection of documents involving examination of mark or insignia.

Section 137(c)(2) of the code (relating to court to pass upon rejection of documents by Department of State) provides that a determination by the Department with respect to the registrability of a label or other mark under 54 Pa.C.S. (relating to names) or otherwise affecting the status of a label or other mark shall be subject to judicial review under 2 Pa.C.S. (relating to administrative law and procedure) and not under § 11.16 (relating to summary judicial review of rejection of documents not involving examination of mark or insignia).

Source

The provisions of this § 11.17 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

§ 11.18. Statement of correction.

(a) Section 138 of the code (relating to statement of correction) provides that whenever a document authorized or required to be filed in the Department by a provision of the code or of 54 Pa.C.S. (relating to names) has been so filed and is an inaccurate record of the corporate or other action referred to, or was defectively or erroneously executed, the document may be corrected by filing in the

Department Form DSCB: 15-138 (Statement of Correction) with respect to the document. The code provides that the corrected document shall be effective:

- (1) Upon filing in the Department, as to those persons who are substantially and adversely affected by the correction.
- (2) As of the date the original document was effective, as to all other persons.

(b) Section 138(b) of the code provides that the filing of a statement of correction will not have the effect of causing original articles of incorporation to be stricken from the records of the Department, but the articles may be corrected by the filing of a statement of correction.

(c) Section 138(c) of the code provides that if the association or other person refuses to file an appropriate statement of correction within 10 business days after a person adversely affected has made a written demand therefor, the affected person may apply to the appropriate court for an order to compel the filing. If the court finds that a document on file in the Department is inaccurate or defective, it may direct the association or other person who effected the defective or erroneous filing to file an appropriate statement of correction in the Department or it may order the clerk to execute the statement under the seal of the court and cause the statement to be filed in the Department. In the absence of fraud, an application may not be made to a court under section 138 of the code with respect to a document more than 1 year after the date on which it was originally filed in the Department.

(d) The statement of correction procedure is applicable to all filings under the code and became applicable to filings under the Nonprofit Corporation Law of 1972 (Repealed) on February 13, 1973. Under section 304(a)(4) of the GAA (15 P. S. § 20304(a)(4)), the statement of correction procedure is also applicable to filings made on or after January 1, 1980 under the Business Corporation Law of 1933 (Repealed).

Source

The provisions of this § 11.18 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 11.11 (relating to requirements to be met by filed documents); and 19 Pa. Code § 11.16 (relating to summary judicial review of rejection of documents not involving examination of mark or insignia).

§ 11.19. Tax clearance of certain fundamental transactions.

Section 139 of the code (relating to tax clearance of certain fundamental transactions) provides that certain filings may not be made unless the articles, certificate, application or other document are accompanied by clearance certificates from the Department of Revenue and the Office of Employment Security of the Department of Labor and Industry, evidencing the payment by the association of

taxes and charges due the Commonwealth as required by law. See § 13.13 (relating to tax clearance certificates).

Source

The provisions of this § 11.19 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 13.13 (relating to tax clearance certificates).

Subchapter B. FORMS

Sec.
11.101. Official form.

§ 11.101. Official form.

The following official form has been promulgated under this chapter and appears in Appendix A:

Form DSCB: 15-138 (Statement of Correction).

Source

The provisions of this § 11.101 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

[Next page is 13-1.]