

THE GENERAL ASSEMBLY OF PENNSYLVANIA

HOUSE BILL
No. 2033 Session of
1975

INTRODUCED BY IRVIS, FINEMAN, FLAHERTY, MRKONIC, PRATT, BERLIN,
GREEN, RENWICK, BENNETT, BARBER, MILLIRON, LAUGHLIN, BRADLEY
AND LINCOLN, DECEMBER 10, 1975

REFERRED TO COMMITTEE ON BUSINESS AND COMMERCE,
DECEMBER 16, 1975

AN ACT

1 Amending Title 15 (Corporations and Unincorporated Associations)
2 of the Pennsylvania Consolidated Statutes, adding provisions
3 relating to annual reporting by corporations.

4 The General Assembly of the Commonwealth of Pennsylvania
5 hereby enacts as follows:

6 Section 1. Title 15, act of November 25, 1970 (P.L.707,
7 No.230), known as the Pennsylvania Consolidated Statutes, added
8 November 15, 1972 (P.L.1063, No.271), is amended by adding a
9 section to read:

10 § 113. Annual reports.

11 (a) General rule.--Each corporation specified in subsection
12 (h) shall file in the Department of State an annual report
13 setting forth:

14 (1) The name of the corporation.

15 (2) The name of the jurisdiction under the laws of which
16 it is incorporated.

17 (3) The address, including street and number, if any, of

1 its registered office in this Commonwealth.

2 (4) The address, including street and number, if any, of
3 its principal office, wherever located.

4 (5) A brief statement of the business, if any, in which
5 the corporation is actually engaged in this Commonwealth.

6 (6) The names and respective addresses, including street
7 and number, if any, of the president, secretary and treasurer
8 (or persons acting as such) of the corporation.

9 (7) The names and respective addresses, including street
10 and number, if any, of its directors.

11 (8) If its directors are elected by shareholders or
12 members, the date appointed for the next meeting of
13 shareholders or members for the election of directors.

14 (9) The date of the end of its fiscal year.

15 (10) Share additional information as may be prescribed
16 by regulation of the department.

17 (b) Forms and filing dates.--The annual report required by
18 this section shall be made on forms prescribed and furnished by
19 the department, which shall designate thereon a date for the
20 filing of the report, and shall notify each corporation thereof
21 by mailing such form to the corporation, where the current
22 mailing address of the corporation is available, or by fixing a
23 specified due date by regulation in the case of corporations
24 whose current mailing addresses are unavailable. The forms may
25 bear a notice to the effect that false statements therein are
26 punishable under 18 Pa.C.S. § 4904 (relating to unsworn
27 falsification to authorities). Each corporation shall file a
28 complete annual report in the department within 30 days before
29 or after the date so designated.

30 (c) Execution.--The annual report shall be executed on

behalf of the corporation by an executive officer thereof, or, if the corporation is in the hands of a receiver or trustee, the annual report shall be executed on behalf of the corporation by one of such receivers or trustees.

(d) Interrogatories.--The department may propound to any corporation, or to any officer or director thereof, such interrogatories as may be reasonably necessary and proper to enable it to ascertain whether such corporation has fully complied with the provisions of this section. Such interrogatories shall be answered within 30 days after the mailing thereof, or within such additional time as shall be fixed by the department and the answers thereto shall be full and complete and shall be made in writing and under oath. If such interrogatories are directed to an individual, they shall be answered by him, and if directed to a corporation, they shall be answered by an executive officer thereof. The department need not file any annual report to which such interrogatories relate until such interrogatories have been answered as provided in this subsection, and not subsequent thereto if the answers disclose that such document is not in conformity with this section. The department shall certify to the Department of Justice, for such action as the Department of Justice may deem appropriate, all interrogatories and answers thereto which disclose a violation of this section.

(e) Availability of records.--Interrogatories propounded by the department and the answers thereto shall not be open to public inspection nor shall the department disclose any facts or information obtained therefrom except in so far as its official duties may require such information to be made public or in the event such interrogatories or answers thereto are required for

evidence in any criminal proceedings or in any other action by this Commonwealth. Otherwise all documents filed under this section shall be a public record open for inspection pursuant to the reasonable regulations of the department.

(f) Annual report as decennial filings.--An annual report filed under this section shall constitute compliance with 54 Pa.C.S. § 503 (relating to decennial filings required).

(g) Penalties.--

(1) Willful failure to respond to interrogatories propounded under subsection (d) shall constitute a misdemeanor of the second degree.

(2) If a completed annual report is not filed in the department as required by this section, the corporation shall, after written demand therefore by the department by certified mail addressed to the corporation at the last address appearing of record in the department, forfeit to the Commonwealth a civil penalty of \$200 for each report required to be filed and remaining unfiled, to be recovered with costs in an action prosecuted by the Department of Justice. No corporation shall be subject to such penalty if it shall, within 30 days after such written demand, file the reports required by this section and pay to the department the fee provided or prescribed by law for the filing of each such report.

(h) Scope.--Subsections (a) through (g) shall apply to all domestic or foreign corporations not for profit or corporations for profit, including cooperative corporations, except:

(1) Foreign corporations which do not hold a certificate of authority under the act of May 5, 1933 (P.L.364, No.106), known as the "Business Corporation Law" or under Subchapter B of Chapter 81 of this title (relating to qualification).

- 1 (2) Domestic banking institutions.
- 2 (3) Domestic credit unions.
- 3 (4) Domestic insurance corporations.
- 4 (5) Domestic savings associations.

5 Section 2. The fee for filing an annual report under 15
6 Pa.C.S. § 113 (relating to annual reports) shall be \$15, which
7 shall be deemed a fee established under the act of July 12, 1972
8 (P.L.769, No.182), entitled "An act relating to certain
9 documents, prescribing the fees for the Department of State and
10 certain public officers, permitting the filing of certain
11 documents appropriating the exclusive right to a corporate name,
12 repealing the excise tax on the capital stock of domestic
13 corporations and repealing inconsistent acts," for the purposes
14 of subsection (b) of section 6 of said act.

15 Section 3. This act shall take effect in 60 days.