

CHAPTER 29. REGISTERED CORPORATIONS

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§ 29.1. Applicability of registered corporation provisions.

(a) Section 2502 of the BCL (relating to registered corporation status) provides that a registered corporation is a domestic business corporation that meets one of the following conditions:

- (1) Has a class or series of shares entitled to vote generally in the election of directors of the corporation registered under the Securities Exchange Act of 1934 (15 U.S.C.A. §§ 78a—78kk).
- (2) Is registered as a management company under the Investment Company Act of 1940 (15 U.S.C.A. §§ 80a-1—80a-64).
- (3) Is subject to the reporting obligations imposed by section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C.A. § 78o(d)) by reason of having filed a registration statement which has become effective under the Securities Act of 1933 (15 U.S.C.A. §§ 77a—77aa) relating to shares of a class or series of its equity securities entitled to vote generally in the election of directors.
- (4) Is a corporation all of the shares of which are owned, directly or indirectly, by one or more registered corporations or foreign corporations for profit described in section 4102(b) of the BCL (relating to foreign domiciliary corporations).

(b) Registered corporation status is automatic, and a filing in the Department is not required to be made with respect to the acquisition or termination of that status. Filings affecting the status of a business corporation as a registered corporation shall be made with the Federal Securities and Exchange Commission.

- (c) A registered corporation may be one or more of the following:
- (1) A nonstock corporation.
 - (2) A statutory close corporation.
 - (3) A management corporation.
 - (4) A professional corporation.
 - (5) An insurance corporation.

Source

The provisions of this § 29.1 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (24788).

§ 29.2. Action by partial written consent of shareholders.

Section 2524 of the BCL (relating to consent of shareholders in lieu of meeting) authorizes the articles of incorporation of a registered corporation to provide that action by the shareholders may be taken without a meeting by less than unanimous written consent. The following language is sometimes inserted in the articles of incorporation:

Any action which may be taken at a meeting of shareholders or of a class of shareholders may be taken without a meeting if a consent or consents in writing to such action, setting forth the action so taken, shall be signed by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting.

Source

The provisions of this § 29.2 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (24788).

§ 29.3. [Reserved].

Source

The provisions of this § 29.3 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (24788).

§ 29.4. [Reserved].

Source

The provisions of this § 29.4 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial pages (24788) to (24789).

§ 29.5. [Reserved].**Source**

The provisions of this § 29.5 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (24789).

§ 29.6. [Reserved].**Source**

The provisions of this § 29.6 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (24789).

§ 29.7. [Reserved].**Source**

The provisions of this § 29.7 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (24790).

§ 29.8. [Reserved].**Source**

The provisions of this § 29.8 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (24790).

§ 29.9. [Reserved].**Source**

The provisions of this § 29.9 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (24790).

§ 29.10. [Reserved].**Source**

The provisions of this § 29.10 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (24791).

§ 29.11. [Reserved].**Source**

The provisions of this § 29.11 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (24791).

§ 29.51. [Reserved].**Source**

The provisions of this § 29.51 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial pages (24792) to (24793).

§ 29.52. [Reserved].**Source**

The provisions of this § 29.52 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (24793).

§ 29.53. [Reserved].**Source**

The provisions of this § 29.53 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial pages (24793) to (24794).

§ 29.54. [Reserved].**Source**

The provisions of this § 29.54 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial pages (24794) to (24795).

§ 29.55. [Reserved].**Source**

The provisions of this § 29.55 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (24795).

§ 29.56. [Reserved].**Source**

The provisions of this § 29.56 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial pages (24795) and (69788).

§ 29.57. [Reserved].**Source**

The provisions of this § 29.57 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended June 27, 1980, effective June 28, 1980, 10 Pa.B. 2576; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial pages (69788) to (69789).

§ 29.58. [Reserved].**Source**

The provisions of this § 29.58 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (69789).

§ 29.101. [Reserved].**Source**

The provisions of this § 29.101 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended June 27, 1980, effective June 28, 1980, 10 Pa.B. 2576; reserved April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial pages (69789) and (72755) to (72756), (69792) to (69795), (68184) to (68189), (24810) to (24825) and (72757) to (72759).

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(278652) No. 329 Jul. 01

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