

CALIFORNIA CODE OF REGULATIONS

TITLE 11. LAW

DIVISION 1. ATTORNEY GENERAL

**CHAPTER 4. SUPERVISION OF TRUSTEES AND FUNDRAISERS FOR
CHARITABLE PURPOSES ACT**

ARTICLE 2. NOTICES AND REQUESTS TO THE ATTORNEY GENERAL

§ 328. General Provisions and Definitions for Notices and Requests.

(a) Giving Notice to and Submitting Requests to Attorney General; When Notice or Request is Deemed “Filed with Attorney General.”

For purposes of giving notice to the Attorney General or submitting requests for approval or other action to the Attorney General pursuant to Article 2 of these regulations, all notices and requests shall be provided in writing and submitted electronically, on the Attorney General’s Nonprofit Transactions web page.

Written notices or requests shall be deemed filed with the Attorney General when the notices or requests are received at the Office of the Attorney General, during normal business hours, with the information required by sections 329, subdivision (f), 330, subdivision (e), and 331 of these regulations. The Attorney General will consider notices or requests received after 5:00 p.m. on a business day, or at any time on a weekend or holiday, to be filed on the following business day. A notice that does not contain all of the required information is incomplete and not deemed filed.

(b) Attorney General’s Acknowledgment of Receipt of Notice or Request.

The Attorney General shall acknowledge receipt of the notice or request by emailing the sender. This email shall not be construed to mean that the notice is complete.

(c) Definition of “Material Facts” for Purposes of Disclosure to Attorney General.

Every notice or request to the Attorney General pursuant to Article 2 of these regulations shall include all material facts. “Material facts” means facts that are important, significant or essential to a reasonable person in deciding whether to engage or not engage in the particular action, including known or anticipated opposition to the proposed action. For a transaction that involves a potential direct or indirect financial benefit to a person affiliated with a charitable organization or trust, material facts also includes a description of the services or goods to be provided to or by the charitable organization or trust pursuant to the transaction, the price for such services or goods to be paid by or to the charitable organization or trust, the estimated fair market value of the goods or services, the benefit such transaction will confer upon the charitable organization or

trust, whether the governing body or trustee has approved the transaction, the factual basis of the governing body or trustee's determination if it has approved the transaction, the disclosure made by the interested person, and a description of the alternative transactions, if any, considered by the governing body or trustee, and why any such alternative transactions were not adopted.

(d) Response by Attorney General to Request for Approval of Self-Dealing Transactions, Loans and Guaranty Agreements, Articles, Amendments to Articles of Incorporation.

The Attorney General shall respond to requests for approval of self-dealing transactions, loans and guaranty agreements, and amendments to the articles of incorporation by issuing to the requesting person either a written statement of approval of the proposed action, a written statement of disapproval of the proposed action, or a written statement that the Attorney General declines to comment on the proposed action. In addition, the Attorney General may provide such comments in writing concerning the proposed action as the Attorney General finds appropriate under the circumstances. As a matter of internal policy, the Attorney General will attempt to respond to requests for approval of self-dealing transactions, loans and guaranty agreements, and amendments to the articles of incorporation within 60 days after receipt of all material facts related to the proposed action.

(e) Public Files, Notices, and Requests for Approval by Attorney General To Be Maintained in Public Files; Attorney General's Responses To Be Maintained in Public Files.

A "Public File" is the file of a charitable organization or trustee which contains public documents, including registration and financial reporting forms filed pursuant to Government Code sections 12585 and 12586, and which is maintained at the Registry of Charities and Fundraisers, Office of the Attorney General, P.O. Box 903447, Sacramento, California 94203-4470. A public file excludes donor information exempt from public inspection pursuant to Internal Revenue Code section 6104 (d)(3)(A) and section 309 of these regulations, and confidential or trade secret information from a charitable fundraising platform or platform charity pursuant to section 315, subdivision (g), of these regulations.

All notices and requests for approval submitted to the Attorney General pursuant to Article 2 of these regulations shall become a part of the Public File of the charitable organization or trustee affected by the proposed action. In the discretion of the Attorney General, exceptions shall be made in the case of documents of a confidential or personal nature (i.e. individual tax returns, legitimate trade secret information, personal resumes, personal loan applications, etc.), where the

charitable organization, trustee, or person submitting the confidential documents separately designates and requests that such documents not be maintained in the Public File.

The Attorney General's responses to notices and requests for approval issued pursuant to Article 2 of these regulations shall become a part of the Public File of the corporation affected by the proposed action.

(f) Mutual Benefit Corporations; Application of Regulations Limited to Assets Held in Charitable Trust.

For purposes of applying Article 2 of these regulations to mutual benefit corporations, these regulations apply only to the extent that a mutual benefit corporation holds assets in charitable trust.

(g) Commencement of Statute of Limitations for Self-Dealing Transactions.

The two-year Statute of Limitations for an action seeking remedies for a self-dealing transaction pursuant to Corporations Code sections 5233, subdivision (e), 7238 and 9243, subdivision (e), shall commence to run from the date that the written Notice of the Self-Dealing Transaction is filed with the Attorney General, and any such action brought after the date marking the expiration of the second year after such filing shall be barred. "Filed with the Attorney General" shall mean the time when the written notice is received pursuant to subdivision (a). "Year" shall mean a 365/366 day calendar year, as the case may be.

Note: Authority cited: Sections 5233, 5820, 5914, 5918, 5920, 7820 and 9230, Corporations Code; and Section 12598, Government Code. Reference: 5142, 5223, 5225, 5226, 5233, 5236, 5238, 5617, 5813.5, 5913, 5914, 5920, 6010, 6510, 6611, 6612, 6613, 6617, 6716, 6721, 7142, 7223, 7225, 7238, 7616, 7913, 8010, 8510, 8611, 8612, 8613, 8616, 8723, 9633, 9640 and 9680, Corporations Code.

§ 328.1 Notice of Transactions Involving All or Substantially All Assets of a Charitable Corporation or Trust, or Assets in Charitable Trust Held by a Nonprofit Mutual Benefit Corporation.

(a) For purposes of giving notice to the Attorney General of transactions involving all or substantially all of the assets of a charitable corporation or trust pursuant to Probate Code section 16106 or Corporations Code sections 5913 and 9633, "substantially all" of the charitable assets

means an asset or assets equal to or exceeding 75% of the value of all assets held by the charitable corporation or trust at the time of the notice or at any time during the six-month period before submitting the notice. Notice must be provided if the transaction involves “substantially all” assets under either book value or fair market value.

(b) The duty to give notice may not be avoided by structuring a single transaction into multiple transactions to avoid triggering the 75% threshold. If a transaction is part of or related to a series of transactions, all of the related transactions shall be considered and analyzed as a single transaction for purpose of giving notice. When determining whether a series of transactions will be considered a single transaction for purposes of this section, the Attorney General will consider the surrounding circumstances, including, but not limited, to any of the following factors:

- (1) Whether the parties to the transaction are the same parties in another transaction, or related to or affiliated with parties in another transaction;
 - (2) Whether the completion of one transaction is conditioned upon the completion of another transaction;
 - (3) Whether the membership, officers, or governing board of the charitable corporation or trust has taken any action to wind down or dissolve the charitable corporation or trust;
- and
- (4) Whether the liabilities of the charitable corporation or trust significantly outweigh its assets.

(c) A trustee or board of directors may request a waiver of the notice requirement. The Attorney General may waive notice for a particular transaction if the Attorney General determines that the transaction poses no risk to the public interest and the financial cost to the charitable corporation, trust, or nonprofit mutual benefit corporation of providing notice to the Attorney General outweighs the potential benefit to the public interest. When requesting a waiver, the trustee or board of directors must provide the Attorney General with all material facts to enable the Attorney General to make such a determination. “Material facts” are defined in section 328, subdivision (c), of these regulations.

(d) This section does not apply to a nonprofit mutual benefit corporation, unless it holds its assets in charitable trust.

Note: Authority cited: Section 16106, Probate Code; Sections 12586 and 12587, Government Code. Reference: Sections 5913, 7238, 7913 and 9633, Corporations Code; and Section 16106, Probate Code.

§ 329. Public Benefit Corporations.

(a) Written Notice to Attorney General of Self-Dealing Transaction.

Corporations Code section 5233, subdivision (e), provides that an action under section 5233, subdivision (c), seeking remedies for a self-dealing transaction must be filed within two years after written notice setting forth the material facts of the transaction and the director's interest is filed with the Attorney General in accordance with regulations adopted by the Attorney General. For purposes of section 5233, subdivision (e), a written notice of a self-dealing transaction shall be deemed filed with the Attorney General when it is submitted in accordance with section 328, subdivision (a), of these regulations.

The written notice of a self-dealing transaction to the Attorney General shall contain the following:

- (1) A letter signed on behalf of the corporation by an authorized director or officer thereof, or by or on behalf of a director or officer of the corporation setting forth a detailed description of the self-dealing transaction, the extent to which any director has a material financial interest in the self-dealing transaction, and all material facts concerning the self-dealing transaction. "Material facts" are defined in section 328, subdivision (c), of these regulations.
- (2) A copy of the corporation's current financial statement as of a date within ninety days preceding the filing of the notice or request, except to the extent already on file with the Registry of Charities and Fundraisers.
- (3) A copy of the articles of incorporation and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.

(b) Written Request for Attorney General's Approval of Self-Dealing Transaction.

Corporations Code section 5233, subdivision (d), provides that no remedies shall be granted in any action for a self-dealing transaction if the Attorney General or the court has approved the transaction before or after it was consummated.

A request for approval by the Attorney General of a self-dealing transaction shall be submitted in

writing in accordance with section 328, subdivision (a), of these regulations.

A request for approval by the Attorney General of a self-dealing transaction shall contain the following:

- (1) A letter signed on behalf of the corporation by an authorized director or officer thereof, or by or on behalf of a director of the corporation, setting forth a detailed description of the self-dealing transaction, the extent to which any director has a material financial interest in the self-dealing transaction, and all material facts concerning the self-dealing transaction. “Material facts” are defined in section 328, subdivision (c), of these regulations.
- (2) A copy of the corporation’s current financial statement as of a date within ninety days preceding the filing of the notice or request, except to the extent already on file with the Registry of Charities and Fundraisers.
- (3) A copy of the articles of incorporation and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.
- (4) A copy of the bylaws and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.
- (5) Copies of all minutes of meetings of the board of directors and committees of the board of directors that reflect any discussions or evaluations of the self-dealing transaction.
- (6) A letter signed by the interested director setting forth a description of the director’s material financial interest in the self-dealing transaction, listing all material facts, as defined in section 328, subdivision (c), of these regulations, concerning the transaction, and all facts disclosed by the interested director to the board of directors concerning the transaction. (Note: Disclosure of this information in the corporation’s letter, pursuant to subdivision (b)(1), may eliminate the need for the letter from the interested director, to the extent the information in the interested director’s letter would duplicate information in the corporation’s letter.)
- (7) The Attorney General may require submission of additional information by the corporation and its directors in order to complete an analysis of the self-dealing transaction.

(c) Attorney General’s Approval of Loans or Guarantees to a Director.

Corporations Code section 5236 prohibits a public benefit corporation from making any loan or guaranty to any director or officer, unless approved by the Attorney General.

For purposes of section 5236, a request for the Attorney General's approval of a loan or guaranty to a director or officer shall be submitted in writing in accordance with section 328, subdivision (a), of these regulations.

The written request for Attorney General's approval of a loan or guaranty shall contain the following:

- (1) A letter signed on behalf of the corporation by an authorized director or officer thereof, or by or on behalf of a director or officer of the corporation, setting forth a detailed description of the loan or guaranty and all material facts concerning the loan or guaranty. "Material facts" are defined in section 328, subdivision (c), of these regulations.
- (2) Copies of the loan or guaranty agreement, note and related security agreements;
- (3) A copy of the corporation's current financial statement as of a date within ninety days preceding the filing of the notice or request, except to the extent already on file with the Registry of Charities and Fundraisers.
- (4) A copy of the articles of incorporation and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.
- (5) A copy of the bylaws and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.
- (6) Copies of all minutes of meetings of the board of directors and committees of the board of directors that reflect any discussions or evaluations of the loan or guaranty.
- (7) A letter signed by the interested director setting forth a description of the director's material financial interest in the loan or guaranty, listing all material facts, as defined in section 328, subdivision (c), of these regulations, concerning the transaction, and all facts disclosed by the interested director to the board of directors concerning the transaction. (Note: Disclosure of this information in the corporation's letter, pursuant to subdivision (c)(1), may eliminate the need for the letter from the interested director, to the extent the information in the interested director's letter would duplicate information in the corporation's letter.)
- (8) The Attorney General may require submission of additional information by the

corporation and its directors in order to complete an analysis of the loan or guaranty.

(d) Request for Attorney General's Ruling on Amendment of Corporate Articles of Incorporation.

Corporations Code section 5820 provides that the Attorney General may, at the corporation's request, give rulings as to whether the Attorney General will or may oppose a proposed amendment to the articles of incorporations, as inconsistent with or proscribed by the requirement of a charitable trust.

For purposes of section 5820, a request for the Attorney General's ruling on a proposed amendment to the articles of incorporation shall be submitted in writing in accordance with section 328, subdivision (a), of these regulations.

The written request for the Attorney General's ruling shall contain the following:

- (1) A letter signed on behalf of the corporation by any officer or director thereof setting forth a detailed description of the proposed amendment to the articles of incorporation and all material facts concerning the amendment. Material facts shall include the reasons for the amendment, the benefit such amendment will confer upon the corporation, whether the board of directors has approved the amendment, and the criteria used by the board to evaluate and approve the amendment.
- (2) A copy of the corporation's current financial statement as of a date within ninety days preceding the filing of the notice or request, except to the extent already on file with the Registry of Charities and Fundraisers.
- (3) A copy of the articles of incorporation and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.
- (4) A copy of the bylaws and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.
- (5) Copies of all minutes of meetings of the board of directors and committees of the board of directors that reflect any discussions or evaluations of the article amendment to the articles of incorporation.
- (6) The Attorney General may require submission of additional information by the corporation and its directors in order to complete an analysis of the article amendment.

(e) Giving Notice to the Attorney General; Attorney General's Involvement.

The following sections of the Corporations Code provide for the involvement of the Attorney

General, and, where appropriate, for notice to the Attorney General, in certain actions and proceedings by, or relating to, a public benefit corporation:

Corporations Code section 5142 (action for breach of trust)

Corporations Code section 5223 (removal for fraud)

Corporations Code section 5225 (deadlock)

Corporations Code section 5226 (resignation by last director)

Corporations Code section 5233 (self-dealing)

Corporations Code section 5236 (loan to a director or officer)

Corporations Code section 5238, subdivision (c)(3) (indemnity)

Corporations Code section 5617, subdivision (b) (validity of election)

Corporations Code section 5813.5, subdivision (b) (conversion)

Corporations Code section 5913 (sale of assets)

Corporations Code section 5914 (proposed transfer of health facilities)

Corporations Code section 5920 (proposed transfer of health facilities)

Corporations Code section 6010 (merger)

Corporations Code sections 6510, subdivision (d), 6716, subdivisions (b) and (c) (involuntary dissolution)

Corporations Code sections 6611, subdivision (a), 6612, subdivision (a), 6613, subdivision (c), 6617, subdivision (b), 6716, subdivisions (b) and (c) (voluntary dissolution)

Corporations Code section 6721, subdivisions (a) and (b) (recovery of distribution)

Communications and notices to the Attorney General pursuant to the foregoing sections shall be submitted in writing in accordance with section 328, subdivision (a), of these regulations.

In addition to the information required in the Corporations Code and in these regulations for communications and notices to the Attorney General under specific circumstances, notice to the Attorney General pursuant to the foregoing sections of the Corporations Code shall contain written information sufficient to enable the Attorney General to review and evaluate the action or proceeding, the time, date and place at which the action or proceeding will occur, or has occurred, and a statement indicating whether an approval, ruling, waiver or other action by the Attorney General is sought.

Note: Authority cited: Sections 5233, 5820, 5914, 5918 and 5920, Corporations Code; and Section 12598, Government Code. Reference: Sections 5142, 5223, 5225, 5226, 5233, 5236, 5238, 5617, 5813.5, 5913, 5914, 5920, 6010, 6510, 6611, 6612, 6613, 6617, 6716 and 6721, Corporations Code.

§ 330. Mutual Benefit Corporations.

(a) Written Notice to Attorney General of Self-Dealing Transaction. Corporations Code section 7238 provides that where a mutual benefit corporation holds assets in charitable trust, the conduct of its directors shall be governed by the standards of conduct for directors of public benefit corporations, in respect to the assets held in charitable trust. Thus, Corporations Code section 7238 applies the provisions of section 5233 to self-dealing transactions by a mutual benefit corporation in respect to assets held in charitable trust.

Corporations Code section 5233, subdivision (e), provides that an action under section 5233, subdivision (c), seeking remedies for a self-dealing transaction must be filed within two years after written notice setting forth the material facts of the transaction and the director's interest is filed with the Attorney General in accordance with regulations adopted by the Attorney General. For purposes of sections 7238 and 5233, subdivision (e), a written notice of a self-dealing transaction shall be deemed filed with the Attorney General when the written notice of the self-dealing transaction is submitted in accordance with section 328, subdivision (a), of these regulations.

The written notice of a self-dealing transaction to the Attorney General shall contain the following:

- (1) A letter signed on behalf of the corporation by an authorized director or officer thereof, or by or on behalf of a director or officer of the corporation, setting forth a detailed description of the self-dealing transaction, the extent to which any director has a material financial interest in the self-dealing transaction, and all material facts concerning the self-dealing transaction. "Material facts" are defined in section 328, subdivision (c), of these regulations.
- (2) A copy of the corporation's current financial statement as of a date within ninety days preceding the filing of the notice or request, except to the extent already on file with the

Registry of Charities and Fundraisers.

(3) A copy of the articles of incorporation and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.

(b) Written Request for Attorney General's Approval of Self-Dealing Transaction. Corporations Code section 7238 provides that where a mutual benefit corporation holds assets in charitable trust, the conduct of its directors shall be governed by the standards of conduct for directors of public benefit corporations in respect to the assets held in charitable trust. Thus, Corporations Code section 7238 applies the provisions of section 5233 to self-dealing transactions by a mutual benefit corporation in respect to assets held in charitable trust.

Corporations Code section 5233, subdivision (d), provides that no remedies shall be granted in any action for a self-dealing transaction if the Attorney General or the court has approved the transaction before or after it was consummated.

A request for approval by the Attorney General of a self-dealing transaction shall be submitted in writing in accordance with section 328, subdivision (a), of these regulations.

A request for approval by the Attorney General of a self-dealing transaction shall contain the following:

(1) A letter signed on behalf of the corporation by an authorized director or officer thereof, or by or on behalf of a director of the corporation, setting forth a detailed description of the self-dealing transaction, the extent to which any director has a material financial interest in the self-dealing transaction, and all material facts concerning the self-dealing transaction. "Material facts" are defined in section 328, subdivision (c), of these regulations.

(2) A copy of the corporation's current financial statement as of a date within ninety days preceding the filing of the notice or request, except to the extent already on file with the Registry of Charities and Fundraisers.

(3) A copy of the articles of incorporation and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.

(4) A copy of the bylaws and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.

(5) Copies of all minutes of meetings of the board of directors and committees of the board of directors that reflect any discussions or evaluations of the self-dealing

transaction.

(6) A letter signed by the interested director setting forth a description of the director's material financial interest in the self-dealing transaction, listing all material facts, as defined in section 328, subdivision (c), of these regulations, concerning the transaction, and all facts disclosed by the interested director to the board of directors concerning the transaction. (Note: Disclosure of this information in the corporation's letter, pursuant to subdivision (b)(1), may eliminate the need for the letter from the interested director to the extent the information in the interested director's letter would duplicate information in the corporation's letter.)

(7) The Attorney General may require submission of additional information by the corporation and its directors in order to complete analysis of the self-dealing transaction.

(c) Attorney General's Approval of Loans or Guaranties to a Director. Corporations Code section 7238 provides that where a mutual benefit corporation holds assets in charitable trust, the conduct of its directors shall be governed by the standards of conduct for directors of public benefit corporations in respect to the assets held in charitable trust. Thus, Corporations Code section 7238 applies the provisions of section 5236 to director or officer loans or guaranties by a mutual benefit corporation, if such loans or guaranties consist of, or are secured by, assets held in charitable trust.

Corporations Code section 5236 prohibits a public benefit corporation from making any loan or guaranty to any director or officer, unless approved by the Attorney General.

For purposes of sections 7238 and 5236, a request for the Attorney General's approval of a loan or guaranty to a director or officer shall be submitted in writing in accordance with section 328, subdivision (a), of these regulations.

The written request for Attorney General's approval of a loan or guaranty shall contain the following:

(1) A letter signed on behalf of the corporation by an authorized director or officer thereof, or by or on behalf of a director or officer of the corporation, setting forth a detailed description of the loan or guaranty and all material facts concerning the loan or guaranty. "Material facts" are defined in section 328, subdivision (c), of these regulations.

(2) Copies of the loan or guaranty agreement, note and related security agreements.

(3) A copy of the corporation's current financial statement as of a date within ninety days preceding the filing of the notice or request, except to the extent already on file with the Registry of Charities and Fundraisers.

(4) A copy of the articles of incorporation and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.

(5) A copy of the bylaws and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.

(6) Copies of all minutes of meetings of the board of directors and committees of the board of directors that reflect any discussions or evaluations of the loan or guaranty.

(7) A letter signed by the interested director setting forth a description of the director's material financial interest in the loan or guaranty, listing all material facts, as defined in section 328, subdivision (c), of these regulations, concerning the transaction and all facts disclosed by the interested director to the board of directors concerning the transaction.

(Note: Disclosure of this information in the corporation's letter, pursuant to subdivision (c)(1), may eliminate the need for the letter from the interested director to the extent the information in the interested director's letter would duplicate information in the corporation's letter.)

(8) The Attorney General may require submission of additional information by the corporation and its directors in order to complete an analysis of the loan or guaranty.

(d) Request for Attorney General's Ruling on Amendment of Corporate Articles of Incorporation. Corporations Code section 7820 provides that the Attorney General may, at the corporation's request, give rulings as to whether the Attorney General will or may oppose a proposed amendment to the articles of incorporation, as inconsistent with, or proscribed by, the requirement of a charitable trust.

For purposes of section 7820, a request for the Attorney General's ruling on a proposed amendment to the articles of incorporation shall be submitted in writing in accordance with section 328, subdivision (a), of these regulations.

The written request for the Attorney General's ruling shall contain the following:

(1) A letter signed on behalf of the corporation by any officer or director thereof setting forth a detailed description of the proposed amendment to the articles of incorporation and all material facts concerning the amendment. Material facts shall include the reasons

for the amendment, the benefit the amendment will confer upon the corporation, whether the board of directors has approved the amendment, and the criteria used by the board to evaluate and approve the amendment.

(2) A copy of the corporation's current financial statement as of a date within ninety days preceding the filing of the notice or request, except to the extent already on file with the Registry of Charities and Fundraisers.

(3) A copy of the articles of incorporation and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.

(4) A copy of the bylaws and amendments thereto, except to the extent already on file with the Registry of Charities and Fundraisers.

(5) Copies of all minutes of meetings of the board of directors and committees of the board of directors, that reflect any discussions or evaluations of the amendments to the articles of incorporation.

(6) The Attorney General may require submission of additional information by the corporation and its directors in order to complete an analysis of the amendments to the articles of incorporation.

(e) Giving Notice to the Attorney General; Attorney General's Involvement. The following sections of the Corporations Code provide for the involvement of the Attorney General, and, where appropriate, for notice to the Attorney General, in certain actions and proceedings by or relating to a mutual benefit corporation:

Corporations Code section 7142, subdivision (a) (action for breach of charitable trust)

Corporations Code section 7223, subdivision (c) (action to remove director for fraud)

Corporations Code section 7225, subdivision (c) (appointment of provisional director where board deadlocked)

Corporations Code section 5233 (through section 7238) (self-dealing)

Corporations Code section 5236 (through section 7238) (loan to a director or officer)

Corporations Code section 5238, subdivision (c)(3) (through section 7238) (indemnity)

Corporations Code section 7616, subdivision (b) (action to determine validity of election)

Corporations Code section 7913 (disposal or sale of assets)

Corporations Code section 8010 (merger with public benefit, religious corporation)

Corporations Code sections 8510, subdivision (e), 8611, subdivision (a), 8612, subdivision (a), 8613, subdivision (c), 8617, subdivision (b), 8716, subdivisions (b) and (c) (dissolution)
Corporations Code section 8723, subdivision (b) (suit against corporation after dissolution)

Communications and notices to the Attorney General pursuant to the foregoing sections shall be submitted in writing in accordance with section 328, subdivision (a), of these regulations.

In addition to the information required in the Corporations Code and in these regulations for communications and notices to the Attorney General under specific circumstances, notice to the Attorney General pursuant to the foregoing sections of the Corporations Code shall contain written information sufficient to enable the Attorney General to review and evaluate the action or proceeding, the time, date and place at which the action or proceeding will occur, or has occurred, and a statement indicating whether an approval, ruling, waiver or other action by the Attorney General is sought.

Note: Authority cited: Section 7820, Corporations Code; and Section 12598, Government Code.
Reference: Sections 7142, 7223, 7225, 7238, 7616, 7913, 8010, 8510, 8611, 8612, 8613, 8617, 8716 and 8723, Corporations Code.

§ 331. Religious Corporations.

Giving Notice of dissolution to the Attorney General.

Communications and notices to the Attorney General pursuant to Corporations Code sections 9633 (disposal or sale of assets), 9640 (mergers), and 9680 (dissolution) shall be submitted in writing in accordance with subsection 328, subdivision (a), of these regulations.

In addition to the information required in the Corporations Code and in these regulations for communications and notices to the Attorney General under specific circumstances, notice to the Attorney General pursuant to section 9680 of the Corporations Code shall contain written information sufficient to enable the Attorney General to review and evaluate the disposition of assets pursuant to the dissolution.

Note: Authority cited: Section 9230, Corporations Code; and Section 12598, Government Code.
Reference: Sections 9633, 9640 and 9680, Corporations Code.