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HOUSE BILL NO. 1447

Offered January 23, 2026

A BILL to amend and reenact §§ 8.01-15, 8.01-306, 13.1-343, 13.1-556, 13.1-603, 13.1-627, 13.1-629, 13.1-782, 13.1-826, 13.1-828, 13.1-1009, 13.1-1122, 13.1-1210, 50-73.29, and 57-18 of the Code of Virginia and to amend the Code of Virginia by adding a section numbered 50-73.132:1, relating to authority of corporation and other entities to engage in election activity or ballot-issue activity.

Patron—Glass

Referred to Committee on Labor and Commerce

Be it enacted by the General Assembly of Virginia:

1. That §§ 8.01-15, 8.01-306, 13.1-343, 13.1-556, 13.1-603, 13.1-627, 13.1-629, 13.1-782, 13.1-826, 13.1-828, 13.1-1009, 13.1-1122, 13.1-1210, 50-73.29, and 57-18 of the Code of Virginia are amended and reenacted and that the Code of Virginia is amended by adding a section numbered 50-73.132:1 as follows:

§ 8.01-15. Suits by and against unincorporated associations or orders.

All unincorporated associations or orders may sue and be sued under the name by which they are commonly known and called, or under which they do business, and judgments and executions against any such association or order shall bind its real and personal property in like manner as if it were incorporated. The powers recognized by this section do not include any power to directly or indirectly engage in election activity or ballot-issue activity as those terms are defined in § 13.1-603. Any such act is ultra vires and void, and the association or order shall forfeit any statutory privileges conferred by this section.

§ 8.01-306. Process against unincorporated associations or orders, or unincorporated common carriers; principal office outside Virginia and business transactions in Virginia.

Subject to § 8.01-286.1, if an unincorporated (i) association, (ii) order, or (iii) common carrier has its principal office outside Virginia and transacts business or affairs in the Commonwealth, process may be served on any officer, trustee, director, staff member, or agent of such association, order, or carrier in the city or county in which he may be found or on the Clerk of the State Corporation Commission, who shall be deemed by virtue of such transaction of business or affairs in the Commonwealth to have been appointed statutory agent of such association, order, or carrier upon whom may be made service of process in accordance with § 12.1-19.1. Service, when duly made, shall constitute sufficient foundation for a personal judgment against such association, order, or carrier. If service may not be had as aforesaid, then on affidavit of that fact an order of publication may be awarded as provided by §§ 8.01-316 and 8.01-317. For purposes of this section, an unincorporated (a) association, (b) order, or (c) common carrier that directly or indirectly undertakes, finances, or directs election activity or ballot-issue activity as those terms are defined in § 13.1-603 in the Commonwealth shall be conclusively deemed to be transacting business or affairs in the Commonwealth.

§ 13.1-343. Application of general corporation laws.

The provisions of the Virginia Stock Corporation Act (§ 13.1-601 et seq.) and of the Virginia Nonstock Corporation Act (§ 13.1-801 et seq.) shall, to the extent that they are not in conflict with or inconsistent with the provisions of this Act, apply to associations subject to this Act, each of which shall establish and maintain a registered office and a registered agent and file the annual reports required by such Acts. An association subject to this chapter is subject to § 13.1-627 or 13.1-826, as applicable, including all limitations on election activity and ballot-issue activity as those terms are defined in § 13.1-603 contained in those sections.

§ 13.1-556. Application of Chapter 9 (§ 13.1-601 et seq.) or Chapter 10 (§ 13.1-801 et seq.).

The provisions of Chapter 9 (§ 13.1-601 et seq.) or Chapter 10 (§ 13.1-801 et seq.), as the case may be, of this title shall be applicable to professional corporations organized under the provisions of this chapter. Where a conflict arises between the provisions found in Chapter 9, or Chapter 10, as the case may be, and this chapter, this chapter shall control. A professional corporation organized under this chapter is subject to § 13.1-627 or 13.1-826, as the case may be, including all limitations on corporate powers contained in the applicable section.

§ 13.1-603. Definitions.

As used in this chapter:

"Articles of incorporation" means all documents constituting, at any particular time, the charter of a corporation. It includes the original charter issued by the General Assembly, a court or the Commission and all amendments including certificates of consolidation, serial designation, reduction, correction, and merger. It excludes articles of share exchange filed by an acquiring corporation. When the articles of incorporation have been restated pursuant to any articles of restatement, amendment, domestication, or merger, it includes

59 only the restated articles of incorporation, including any articles of serial designation, without the
60 accompanying articles of restatement, amendment, domestication, or merger. When used with respect to a
61 foreign corporation, the "articles of incorporation" of such entity means the document that is equivalent to the
62 articles of incorporation of a domestic corporation.

63 "Authorized shares" means the shares of all classes a domestic or foreign corporation is authorized to
64 issue.

65 "*Ballot-issue activity*" means paying, contributing, or expending money or anything of value to support or
66 oppose any initiative, referendum, recall, constitutional amendment, charter amendment, or other question
67 formally certified or submitted to the electors of the Commonwealth or any political subdivision. "*Ballot-*
68 *issue activity*" does not include any bona fide news story, commentary, or editorial distributed through the
69 facilities of a broadcasting station or of any print, online, or digital newspaper, magazine, blog, or other
70 periodical publication, unless the broadcasting, print, online, or digital facility is owned or controlled by a
71 political party, political committee, or candidate.

72 "Beneficial shareholder" means a person that owns the beneficial interest in shares, which may be a record
73 shareholder or a person on whose behalf shares are registered in the name of an intermediary as nominee.

74 "Certificate," when relating to articles filed with the Commission, means the order of the Commission that
75 makes the articles effective, together with the articles.

76 "*Charter privilege*" means any benefit that exists only because the Commonwealth confers it on a
77 corporation or other entity, including limited liability, perpetual duration, succession in its name, and tax
78 benefits or credits.

79 "Commission" means the State Corporation Commission of Virginia.

80 "Conspicuous" means so written, displayed, or presented that a reasonable person against whom the
81 writing is to operate should have noticed it. For example, text that is italicized, is in boldface, contrasting
82 colors, or capitals, or is underlined, is conspicuous.

83 "Corporation" or "domestic corporation" means a corporation authorized by law to issue shares,
84 irrespective of the nature of the business to be transacted, organized under this chapter or existing pursuant to
85 the laws of the Commonwealth on January 1, 1986, or which, by virtue of articles of incorporation,
86 amendment, or merger, has become a domestic corporation of the Commonwealth, even though also being a
87 corporation organized under laws other than the laws of the Commonwealth, or that has become a domestic
88 corporation of the Commonwealth pursuant to Article 12.1 (§ 13.1-722.1:1 et seq.) or Article 12.2
89 (§ 13.1-722.8 et seq.) of this chapter or Article 15 (§ 13.1-1081 et seq.) of Chapter 12.

90 "Deliver" or "delivery" means any method of delivery used in conventional commercial practice,
91 including delivery by hand, mail, commercial delivery, and, if authorized in accordance with § 13.1-610,
92 electronic transmission.

93 "Derivative proceeding" means a civil suit in the right of a domestic corporation or, to the extent provided
94 in Article 8.1 (§ 13.1-672.1 et seq.), a foreign corporation.

95 "Disinterested director" means, except with respect to Article 14 (§ 13.1-725 et seq.), a director who, at
96 the time action is to be taken under subdivision B 5 of § 13.1-619, § 13.1-672.4, 13.1-691, 13.1-699, or
97 13.1-701, does not have (i) a financial interest in a matter that is the subject of such action or (ii) a familial,
98 financial, professional, employment, or other relationship with a person who has a financial interest in the
99 matter, either of which would reasonably be expected to impair the objectivity of the director's judgment
100 when participating in the action, and if the action is to be taken under § 13.1-699 or 13.1-701, is also not a
101 party to the proceeding. The presence of one or more of the following circumstances shall not by itself
102 prevent a person from being a disinterested director: (i) nomination or election of the director to the board by
103 any director who is not a disinterested director with respect to the matter or by any person that has a material
104 relationship with that director, acting alone or participating with others; (ii) service as a director of another
105 corporation of which a director who is not a disinterested director with respect to the matter, or any person
106 that has a material relationship with that director, is or was also a director; or (iii) at the time action is to be
107 taken under § 13.1-672.4, status as a named defendant, as a director against whom action is demanded, or as a
108 director who approved the act being challenged.

109 "Distribution" means a direct or indirect transfer of cash or other property, except the corporation's own
110 shares, or inurrence of indebtedness by a corporation to or for the benefit of its shareholders in respect of
111 any of its shares. A distribution may be in the form of a payment of a dividend; a purchase, redemption, or
112 other acquisition of shares; a distribution of indebtedness of the corporation; a distribution in liquidation; or
113 otherwise. Distribution does not include an acquisition by a corporation of its shares from the estate or
114 personal representative of a deceased shareholder, or any other shareholder, but only to the extent the
115 acquisition is effected using the proceeds of insurance on the life of such deceased shareholder and the board
116 of directors approved the policy and the terms of the redemption prior to the shareholder's death.

117 "Document" means (i) any tangible medium on which information is inscribed, and includes handwritten,
118 typed, printed, or similar instruments and copies of such instruments, or (ii) an electronic record.

119 "Domestic" with respect to an entity, means an entity governed as to its internal affairs by the organic law
120 of the Commonwealth.

- 121 "Domestic business trust" has the same meaning as specified in § 13.1-1201.
 122 "Domestic limited liability company" has the same meaning as specified in § 13.1-1002.
 123 "Domestic limited partnership" has the same meaning as specified in § 50-73.1.
 124 "Domestic nonstock corporation" has the same meaning as "domestic corporation" as specified in
 125 § 13.1-803.
 126 "Domestic partnership" means an association of two or more persons to carry on as co-owners a business
 127 for profit formed under § 50-73.88, or predecessor law of the Commonwealth, and includes, for all purposes
 128 of the laws of the Commonwealth, a registered limited liability partnership.
 129 "Effective date," when referring to a document for which effectiveness is contingent upon issuance of a
 130 certificate by the Commission, means the time and date determined in accordance with § 13.1-606.
 131 "Effective date of notice" is defined in subdivision A 9 of § 13.1-610.
 132 "*Election activity*" means paying, contributing, or expending money or anything of value to support or
 133 oppose a candidate, political party, or political committee. "*Election activity*" does not include any bona fide
 134 news story, commentary, or editorial distributed through the facilities of a broadcasting station or of any
 135 print, online, or digital newspaper, magazine, blog, or other periodical publication, unless the broadcasting,
 136 print, online, or digital facility is owned or controlled by a political party, political committee, or candidate.
 137 "Electronic" means relating to technology having electrical, digital, magnetic, wireless, optical,
 138 electromagnetic, or similar capabilities.
 139 "Electronic record" means information that is stored in an electronic or other nontangible medium and is
 140 retrievable in paper form through an automated process used in conventional commercial practice, unless
 141 otherwise authorized in accordance with subdivision A 10 of § 13.1-610.
 142 "Electronic transmission" or "electronically transmitted" means any form or process of communication,
 143 not directly involving the physical transfer of paper or another tangible medium, that (i) is suitable for the
 144 retention, retrieval, and reproduction of information by the recipient, and (ii) is retrievable in paper form by
 145 the recipient through an automated process used in conventional commercial practice, unless otherwise
 146 authorized in accordance with subdivision A 10 of § 13.1-610.
 147 "Eligible entity" means a domestic or foreign unincorporated entity or a domestic or foreign nonstock
 148 corporation.
 149 "Eligible interests" means interests or memberships.
 150 "Employee" includes, unless otherwise provided in the bylaws, an officer but not a director. A director
 151 may accept duties that make the director also an employee.
 152 "Entity" includes any domestic or foreign corporation; any domestic or foreign nonstock corporation; any
 153 domestic or foreign unincorporated entity; any estate or trust; and any state, the United States and any foreign
 154 government.
 155 "Expenses" means reasonable expenses of any kind that are incurred in connection with a matter.
 156 "Filing entity" means an unincorporated entity other than a general partnership.
 157 "Foreign," with respect to an entity, means an entity governed as to its internal affairs by the organic law
 158 of a jurisdiction other than the Commonwealth.
 159 "Foreign business trust" has the same meaning as specified in § 13.1-1201.
 160 "Foreign corporation" means a corporation authorized by law to issue shares, organized under laws other
 161 than the laws of the Commonwealth.
 162 "Foreign limited liability company" has the same meaning as specified in § 13.1-1002.
 163 "Foreign limited partnership" has the same meaning as specified in § 50-73.1.
 164 "Foreign nonstock corporation" means a corporation that is incorporated under a law other than the law of
 165 the Commonwealth and would, based on its public organic record, be a nonstock corporation if incorporated
 166 under the law of the Commonwealth.
 167 "Foreign partnership" means an association of two or more persons to carry on as co-owners of a business
 168 for profit formed under the laws of any state or jurisdiction other than the Commonwealth, and includes, for
 169 all purposes of the laws of the Commonwealth, a foreign registered limited liability partnership.
 170 "Foreign registered limited liability partnership" has the same meaning as specified in § 50-73.79.
 171 "Foreign unincorporated entity" means a foreign partnership, foreign limited liability company, foreign
 172 limited partnership, or foreign business trust.
 173 "Government subdivision" includes authority, county, district, and municipality.
 174 "Governor" means any person under whose authority the powers of an entity are exercised and under
 175 whose direction the activities and affairs of the entity are managed pursuant to the organic law governing the
 176 entity and its organic rules.
 177 "Includes" and "including" denote a partial definition as a nonexclusive list.
 178 "Individual" means a natural person.
 179 "Interest" means either or both of the following rights under the organic law governing an unincorporated
 180 entity:
 181 1. The right to receive distributions from the entity either in the ordinary course or upon liquidation; or
 182 2. The right to receive notice or to vote on issues involving its internal affairs, other than as an agent,

183 assignee, proxy or person responsible for managing its business and affairs.

184 "Interest holder" means a person who holds of record an interest.

185 "Interest holder liability" means:

186 1. Personal liability for a debt, obligation, or other liability of a domestic or foreign corporation or
187 domestic or foreign eligible entity that is imposed on a person:

188 a. Solely by reason of the person's status as a shareholder, member, or interest holder; or

189 b. By the articles of incorporation of the domestic corporation or the organic rules of the eligible entity or
190 foreign corporation that make one or more specified shareholders, members, or interest holders, or categories
191 of shareholders, members, or interest holders, liable in their capacity as shareholders, members, or interest
192 holders for all or specified liabilities of the corporation or eligible entity; or

193 2. An obligation of a shareholder, member, or interest holder under the articles of incorporation of a
194 domestic corporation or the organic rules of an eligible entity or foreign corporation to contribute to the
195 entity.

196 For purposes of the foregoing, except as otherwise provided in the articles of incorporation of a domestic
197 corporation or the organic law or organic rules of an eligible entity or a foreign corporation, interest holder
198 liability arises under subdivision 1 when the corporation or eligible entity incurs the liability.

199 "Jurisdiction of formation" means the state or country the law of which includes the organic law
200 governing a domestic or foreign corporation or eligible entity.

201 "Means" denotes an exhaustive definition.

202 "Membership" means the rights of a member in a domestic or foreign nonstock corporation or limited
203 liability company.

204 "Merger" means a transaction pursuant to § 13.1-716 or 13.1-766.1.

205 "Notice" is defined in § 13.1-610.

206 "Organic law" means the statute governing the internal affairs of a domestic or foreign corporation or
207 eligible entity.

208 "Organic rules" means the public organic record and private organic rules of a domestic or foreign
209 corporation or eligible entity.

210 "Person" includes an individual and an entity.

211 "Principal office" means the office, in or out of the Commonwealth, where the principal executive offices
212 of a domestic or foreign corporation are located, or, if there are no such offices, the office, in or out of the
213 Commonwealth, so designated by the board of directors. The designation of the principal office in the most
214 recent annual report filed pursuant to § 13.1-775 shall be conclusive for purposes of this chapter.

215 "Private organic rules" means (i) the bylaws of a domestic or foreign corporation or nonstock corporation
216 or (ii) the rules, regardless of whether in writing, that govern the internal affairs of an unincorporated entity,
217 are binding on all its interest holders, and are not part of its public organic record. Where private organic
218 rules have been amended or restated, the term means the private organic rules as last amended or restated.

219 "Proceeding" includes civil suit and criminal, administrative, and investigatory action.

220 "Protected series" has the same meaning as specified in § 13.1-1002.

221 "Public corporation" means a corporation that has shares listed on a national securities exchange or
222 regularly traded in a market maintained by one or more members of a national or affiliated securities
223 association.

224 "Public organic record" means (i) the articles of incorporation of a domestic or foreign corporation or
225 nonstock corporation or (ii) the document, the filing of which is required to create an unincorporated entity.
226 Where a public organic record has been amended or restated, the term means the public organic record as last
227 amended or restated.

228 "Record date" means the date fixed for determining the identity of the corporation's shareholders and their
229 shareholdings for purposes of this chapter. The determinations shall be made as of the close of business at the
230 principal office of the corporation on the record date unless another time for doing so is specified when the
231 record date is fixed.

232 "Record shareholder" means (i) the person in whose name shares are registered in the records of the
233 corporation or (ii) the person identified as the beneficial owner of shares in a beneficial ownership certificate
234 pursuant to § 13.1-664 on file with the corporation to the extent of the rights granted by such certificate.

235 "Registered limited liability partnership" has the same meaning as specified in § 50-73.79.

236 "Secretary" means the corporate officer or other individual to whom the board of directors has delegated
237 responsibility under subsection C of § 13.1-693 for custody of the minutes of the meetings of the board of
238 directors and of the shareholders and for authenticating records of the corporation.

239 "Series limited liability company" has the same meaning as specified in § 13.1-1002.

240 "Share exchange" means a transaction pursuant to § 13.1-717.

241 "Shareholder" means a record shareholder.

242 "Shares" means the units into which the proprietary interests in a corporation are divided.

243 "Sign" or "signature" means, with present intent to authenticate or adopt a document: (i) to execute or
244 adopt a tangible symbol to a document, and includes any manual, facsimile, or conformed signature; or (ii) to

245 attach to or logically associate with an electronic transmission an electronic sound, symbol, or process, and
 246 includes an electronic signature in an electronic transmission.

247 "State" when referring to a part of the United States, includes a state, commonwealth, and the District of
 248 Columbia, and their agencies and governmental subdivisions; and a territory or insular possession, and their
 249 agencies and governmental subdivisions, of the United States.

250 "Subscriber" means a person who subscribes for shares in a corporation, whether before or after
 251 incorporation.

252 "Subsidiary" means, as to any corporation, any other corporation of which it owns, directly or indirectly,
 253 voting shares entitled to cast a majority of the votes entitled to be cast generally in an election of directors of
 254 such other corporation.

255 "Unincorporated entity" or "domestic unincorporated entity" means a domestic partnership, limited
 256 liability company, limited partnership or business trust.

257 "United States" includes district, authority, bureau, commission, department, and any other agency of the
 258 United States.

259 "Unrestricted voting trust beneficial owner" means, with respect to any shareholder rights, a voting trust
 260 beneficial owner whose entitlement to exercise the shareholder right in question is not inconsistent with the
 261 voting trust agreement.

262 "Voting group" means all shares of one or more classes or series that under the articles of incorporation or
 263 this chapter are entitled to vote and be counted together collectively on a matter at a meeting of shareholders.
 264 All shares entitled by the articles of incorporation or this chapter to vote generally on the matter are for that
 265 purpose a single voting group.

266 "Voting power" means the current power to vote in the election of directors.

267 "Voting trust beneficial owner" means an owner of a beneficial interest in shares of the corporation held
 268 in a voting trust established pursuant to subsection A of § 13.1-670.

269 "Writing" or "written" means any information in the form of a document.

270 **§ 13.1-627. General powers.**

271 A. Unless its articles of incorporation provide otherwise, every corporation has perpetual duration and
 272 succession in its corporate name and has the same powers as an individual to do all things necessary or
 273 convenient to carry out its business and affairs, *excluding the power to directly or indirectly engage in*
 274 *election activity or ballot-issue activity but including, without limitation, the power:*

275 1. To sue and be sued, complain and defend in its corporate name;

276 2. To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing
 277 or affixing it or in any other manner reproducing it;

278 3. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of the
 279 Commonwealth;

280 4. To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use and otherwise deal with,
 281 real or personal property, or any legal or equitable interest in property, wherever located;

282 5. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its
 283 property;

284 6. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend,
 285 pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other
 286 entity;

287 7. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other
 288 securities and obligations, which may be convertible into or include the option to purchase other securities or
 289 property of the corporation, and secure any of its obligations by mortgage or pledge of any of its property,
 290 franchises, or income;

291 8. To lend money, invest, and reinvest its funds, and receive and hold real and personal property as
 292 security for repayment;

293 9. To conduct its business, locate offices, and exercise the powers granted by this chapter in or outside of
 294 the Commonwealth;

295 10. To elect directors and appoint officers, employees, and agents of the corporation, define their duties,
 296 fix their compensation, and lend them money and credit;

297 11. To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans,
 298 share option plans, share purchase plans and benefit and incentive plans for any or all of the current or former
 299 directors, officers, employees, and agents of the corporation or any of its subsidiaries;

300 12. To make donations for the public welfare or for religious, charitable, scientific, literary or educational
 301 purposes, except that corporations subject to regulation as to rates by the Commission shall not have power to
 302 make donations in excess of five percent of net income computed before federal and state taxes on income
 303 and without taking into account any deduction for gifts;

304 13. Except as otherwise provided in subsection B, to be a promoter, partner, member, associate, or
 305 manager of any partnership, joint venture, trust, or other entity;

306 14. To make payments or donations, or do any other act, not inconsistent with this section or any other

307 applicable law, that furthers the business and affairs of the corporation;

308 15. To pay compensation, or to pay additional compensation, to any or all directors, officers and
309 employees on account of services previously rendered to the corporation, whether or not an agreement to pay
310 such compensation was made before such services were rendered;

311 16. To insure for its benefit the life of any of its directors, officers or employees, to insure the life of any
312 shareholder for the purpose of acquiring at his death shares owned by such shareholder and to continue such
313 insurance after the relationship terminates;

314 17. To cease its corporate activities and surrender its corporate franchise; and

315 18. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which
316 the corporation is organized.

317 B. Each corporation other than a public service company, a banking corporation, an insurance corporation,
318 a savings institution, or a credit union shall have power to enter into partnership agreements, joint ventures,
319 or other associations of any kind with any person or persons. The foregoing limitations on public service
320 companies, banking corporations, insurance corporations, savings institutions, and credit unions shall not
321 apply to the purchase by any such entity of any security of a limited liability company. The term "public
322 service company" as used in this subsection shall not apply to railroads, which shall have the power given
323 other corporations generally by this subsection. The foregoing limitation on public service companies shall
324 not apply to partnership agreements, joint ventures, or other associations where the purposes of such
325 partnerships, joint ventures, or other associations are activities that the public service company could lawfully
326 engage in without participation in a partnership, joint venture, or association and will require an equity
327 investment by the public service company and debt with recourse to the public service company of an amount
328 not more than one percent of its net equity as measured at the end of the most recent fiscal year so long as all
329 such partnerships, joint ventures, and associations collectively will require an equity investment by the public
330 service company and debt with recourse to the public service company of less than five percent of the net
331 equity of the public service company as measured at the end of the most recent fiscal year. Upon application
332 by the public service company, the Commission may approve any partnership agreements, joint ventures, or
333 other associations that exceed the equity investment criteria set forth above. The foregoing limitation on
334 public service companies shall not apply to partnership agreements, joint ventures, or other associations
335 between telephone companies and telephone companies, whether in corporate or other form, or between
336 telephone companies and commonly owned affiliates of telephone companies for the purpose of providing
337 domestic cellular radio telecommunication service.

338 C. Privileges and powers conferred and restrictions and requirements imposed by other titles of the Code
339 on railroads or other public service companies, banking corporations, insurance corporations, savings and
340 loan associations, credit unions, industrial loan associations, or other special types of corporations, shall not
341 be deemed repealed or amended by any provision of this chapter except where specifically so provided.

342 D. Each corporation that is deemed a private foundation, as defined in § 509 of the Internal Revenue
343 Code, unless its articles of incorporation expressly provide otherwise, shall distribute its income and, if
344 necessary, principal, for each taxable year at such time and in such manner as not to subject such corporation
345 to tax under § 4942 of the Internal Revenue Code. Such corporation shall not engage in any act of
346 self-dealing, as defined in § 4941(d) of the Internal Revenue Code, retain any excess business holdings, as
347 defined in § 4943(c) of the Internal Revenue Code, make any investments in such manner as to give rise to
348 liability for the tax imposed by § 4944 of the Internal Revenue Code, or make any taxable expenditures, as
349 defined in § 4945(d) of the Internal Revenue Code. This subsection shall apply to any corporation organized
350 after December 31, 1969, under this chapter or under the Virginia Stock Corporation Act (§ 13.1-601 et seq.)
351 enacted by Chapter 428 of the 1956 Acts of General Assembly; and to any corporation organized before
352 January 1, 1970, only for its taxable years beginning on and after January 1, 1972, unless the exceptions
353 provided in § 508(e)(2)(A) or (B) of the Internal Revenue Code shall apply or unless the board of directors of
354 such corporation shall elect that such restrictions as contained in this subsection shall not apply by filing
355 written notice of such election with the Attorney General and the clerk of the Commission on or before
356 December 31, 1971. Each reference to a section of the Internal Revenue Code made in this subsection shall
357 include future amendments to such Code sections and corresponding provisions of future internal revenue
358 laws.

359 *E. The creation and continued existence of a corporation is not a right but a conditional grant of legal
360 status by the Commonwealth and remains subject to complete withdrawal at any time. A corporation
361 operating under the jurisdiction of the Commonwealth shall possess no power unless specifically granted by
362 this title.*

363 *F. No power related to election activity or ballot-issue activity shall be granted and shall not be
364 exercised, except that political committees as defined in § 24.2-945.1 or under federal law may be organized
365 solely for that purpose and shall claim no charter privilege other than limited liability.*

366 *G. Any provision of the articles of incorporation, bylaws, or other organizational documents purporting
367 to grant or confer any power to engage in election activity or ballot-issue activity, directly or indirectly, is
368 void. Any act undertaken by a corporation that constitutes election activity or ballot-issue activity is ultra*

369 *vires and void.*

370 *H. A corporation that exercises any power not granted under this title, including by engaging in election*
 371 *activity or ballot-issue activity, forfeits all charter privileges, including limited liability and perpetual*
 372 *duration, as a matter of law.*

373 *I. A foreign corporation that directly or indirectly undertakes, finances, or directs election activity or*
 374 *ballot-issue activity in the Commonwealth shall be conclusively deemed to be transacting business in the*
 375 *Commonwealth for purposes of jurisdiction and enforcement.*

376 **§ 13.1-629. Lack of power to act.**

377 A. Except as provided in subsection B or D, the validity of corporate action ~~may~~ shall not be challenged
 378 on the ground that the corporation lacks or lacked power to act.

379 B. A corporation's power to act may be challenged:

380 1. In a proceeding by a shareholder against the corporation to enjoin the act;

381 2. In a proceeding by the corporation, directly, derivatively, or through a receiver, trustee, or other legal
 382 representative, against an incumbent or former director, officer, employee, or agent of the corporation; or

383 3. In a proceeding against the corporation before the Commission.

384 C. In a shareholder's proceeding under subdivision B 1 of ~~subsection B~~ to enjoin an unauthorized
 385 corporate act, if equitable and if all affected persons are parties to the proceeding, the court may enjoin or set
 386 aside the act and may award damages for loss, except anticipated profits, suffered by the corporation or
 387 another party because of enjoining the unauthorized act.

388 *D. The provisions of subsection A shall not apply to any act that constitutes election activity or ballot-*
 389 *issue activity. Any such act is ultra vires and void.*

390 **§ 13.1-782. Definitions.**

391 As used in this article:

392 "Benefit corporation" means a corporation organized pursuant to the provisions of this chapter:

393 1. That has elected to become subject to this article; and

394 2. The status of which as a benefit corporation has not been terminated under § 13.1-786.

395 "Benefit enforcement proceeding" means any claim or action brought directly by a benefit corporation, or
 396 derivatively on behalf of a benefit corporation, against a director or officer for (i) failure to pursue the general
 397 public benefit purpose of the benefit corporation or any specific public benefit purpose set forth in its articles
 398 of incorporation or bylaws or otherwise adopted by its board of directors or (ii) a violation of a duty or
 399 standard of conduct under this article.

400 "General public benefit" means a material positive impact on society and the environment taken as a
 401 whole, as measured by a third-party standard, from the business and operations of a benefit corporation.

402 *"General public benefit" does not include election activity or ballot-issue activity as those terms are defined*
 403 *in § 13.1-603.*

404 "Independent" means having no material relationship with a benefit corporation or a subsidiary of the
 405 benefit corporation, either directly as a shareholder of the benefit corporation or as a partner, a member, or an
 406 owner of a subsidiary of the benefit corporation or indirectly as a director, an officer, an owner, or a manager
 407 of an entity that has a material relationship with the benefit corporation or a subsidiary of the benefit
 408 corporation. A material relationship between a person and a benefit corporation or any of its subsidiaries will
 409 be conclusively presumed to exist if:

410 1. The person is, or has been within the last three years, an employee of the benefit corporation or a
 411 subsidiary of the benefit corporation;

412 2. An immediate family member of the person is, or has been within the last three years, an executive
 413 officer of the benefit corporation or its subsidiary; or

414 3. There is beneficial ownership of five percent or more of the outstanding shares of the benefit
 415 corporation by:

416 a. The person; or

417 b. An entity:

418 (1) Of which the person is a director, an officer, or a manager; or

419 (2) In which the person owns beneficially five percent or more of the outstanding equity interests, which
 420 percentage shall be calculated as if all outstanding rights to acquire equity interests in the entity had been
 421 exercised.

422 "Specific public benefit" means a benefit that serves one or more public welfare, religious, charitable,
 423 scientific, literary, or educational purposes, or other purpose or benefit beyond the strict interest of the
 424 shareholders of the benefit corporation, including:

425 1. Providing low-income or underserved individuals or communities with beneficial products or services;

426 2. Promoting economic opportunity for individuals or communities beyond the creation of jobs in the
 427 normal course of business;

428 3. Preserving or improving the environment;

429 4. Improving human health;

430 5. Promoting the arts, sciences, or advancement of knowledge;

431 6. Increasing the flow of capital to entities with a public benefit purpose; and

432 7. Conferring any other particular benefit on society or the environment.

433 "Subsidiary" means, in relation to an individual, an entity in which the individual either (i) owns directly
434 or indirectly equity interests entitled to cast a majority of the votes entitled to be cast generally in an election
435 of directors or members of the governing body of the entity or (ii) otherwise owns or controls voting or
436 contractual power to exercise effective governing control of the entity. The percentage of ownership of equity
437 interests or ownership or control of power to exercise control shall be calculated as if all outstanding rights to
438 acquire equity interests in the entity had been exercised.

439 "Third-party standard" means a recognized standard for defining, reporting, and assessing corporate social
440 and environmental performance that:

441 1. Is developed by a person that is independent of the benefit corporation; and

442 2. Is transparent because the following information about the standard is publicly available:

443 a. The factors considered when measuring the performance of a business;

444 b. The relative weightings of those factors; and

445 c. The identity of the persons that develop and control changes to the standard and the process by which
446 those changes are made.

447 **§ 13.1-826. General powers.**

448 A. Unless its articles of incorporation provide otherwise, every corporation has perpetual duration and
449 succession in its corporate name and has the same powers as an individual to do all things necessary or
450 convenient to carry out its business and affairs, *excluding the power to directly or indirectly engage in*
451 *election activity or ballot-issue activity as those terms are defined in § 13.1-603 but including, without*
452 *limitation, the power:*

453 1. To sue and be sued, complain and defend, in its corporate name;

454 2. To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing
455 or affixing it or in any other manner reproducing it;

456 3. To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use and otherwise deal with,
457 real or personal property, or any legal or equitable interest in property, wherever located;

458 4. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its
459 property;

460 5. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend,
461 pledge, or otherwise dispose of, and deal with shares or other interests in, or obligations of, any other entity;

462 6. To make contracts and guarantees, incur liabilities, borrow money, and issue its notes, bonds, and other
463 obligations, which may be convertible into, or include the option to purchase, other securities or property of
464 the corporation, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or
465 income;

466 7. To lend money, invest and reinvest its funds, and receive and hold real and personal property as
467 security for repayment;

468 8. To transact its business, locate offices, and exercise the powers granted by this chapter within or
469 without the Commonwealth;

470 9. To elect directors and appoint officers, employees, and agents of the corporation, define their duties, fix
471 their compensation, and lend them money and credit;

472 10. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of the
473 Commonwealth;

474 11. To make donations for the public welfare or for religious, charitable, scientific, literary or educational
475 purposes;

476 12. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, bonus plans, and
477 benefit and incentive plans for any or all of the current or former directors, officers, employees, and agents of
478 the corporation or any of its subsidiaries;

479 13. To insure for its benefit the life of any of its directors, officers, or employees and to continue such
480 insurance after the relationship terminates;

481 14. To make payments or donations or do any other act not inconsistent with this section or any other
482 applicable law that furthers the business and affairs of the corporation;

483 15. To pay compensation or to pay additional compensation to any or all directors, officers, and
484 employees on account of services previously rendered to the corporation, whether or not an agreement to pay
485 such compensation was made before such services were rendered;

486 16. To cease its corporate activities and surrender its corporate franchise; and

487 17. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which
488 the corporation is organized.

489 B. Each corporation other than a banking corporation, an insurance corporation, a savings institution or a
490 credit union shall have power to enter into partnership agreements, joint ventures or other associations of any
491 kind with any person or persons. The foregoing limitations on banking corporations, insurance corporations,

492 savings institutions, and credit unions shall not apply to the purchase by any such entity of any security of a
493 limited liability company.

494 C. Privileges and powers conferred and restrictions and requirements imposed by other titles of the Code
495 on railroads or other public service companies, banking corporations, insurance corporations, savings
496 institutions, credit unions, industrial loan associations or other special types of corporations shall not be
497 deemed repealed or amended by any provision of this chapter except where specifically so provided.

498 D. Each corporation which is deemed a private foundation, as defined in § 509 of the Internal Revenue
499 Code, unless its articles of incorporation expressly provide otherwise, shall distribute its income and, if
500 necessary, principal, for each taxable year at such time and in such manner as not to subject such corporation
501 to tax under § 4942 of the Internal Revenue Code. Such corporation shall not engage in any act of
502 self-dealing, as defined in § 4941(d) of the Internal Revenue Code, retain any excess business holdings, as
503 defined in § 4943(c) of the Internal Revenue Code, make any investments in such manner as to give rise to
504 liability for the tax imposed by § 4944 of the Internal Revenue Code, or make any taxable expenditures, as
505 defined in § 4945(d) of the Internal Revenue Code. This subsection shall apply to any corporation organized
506 after December 31, 1969, under this chapter or under the Virginia Nonstock Corporation Act (§ 13.1-201 et
507 seq.) enacted by Chapter 428 of the Acts of Assembly of 1956; and to any corporation organized before
508 January 1, 1970, only for its taxable years beginning on and after January 1, 1972, unless the exceptions
509 provided in § 508(e)(2)(B) or (C) of the Internal Revenue Code shall apply or unless the board of directors of
510 such corporation shall elect that such restrictions as contained in this subsection shall not apply by filing
511 written notice of such election with the Attorney General and the clerk of the Commission on or before
512 December 31, 1971. Each reference to a section of the Internal Revenue Code made in this subsection shall
513 include future amendments to such Code sections and corresponding provisions of future internal revenue
514 laws.

515 *E. The creation and continued existence of a corporation is not a right but a conditional grant of legal*
516 *status by the Commonwealth and remains subject to complete withdrawal at any time. A corporation*
517 *operating under the jurisdiction of the Commonwealth shall possess no power unless specifically granted by*
518 *this title.*

519 *F. No power related to election activity or ballot-issue activity shall be granted and shall not be*
520 *exercised, except that political committees as defined in § 24.2-945.1 or under federal law may be organized*
521 *solely for that purpose and shall claim no charter privilege other than limited liability.*

522 *G. Any provision of the articles of incorporation, bylaws, or other organizational documents purporting*
523 *to grant or confer any power to engage in election activity or ballot-issue activity, directly or indirectly, is*
524 *void. Any act undertaken by a corporation that constitutes election activity or ballot-issue activity is ultra*
525 *vires and void.*

526 *H. A corporation that exercises any power not granted under this title, including by engaging in election*
527 *activity or ballot-issue activity, forfeits all charter privileges, including limited liability and perpetual*
528 *duration, as a matter of law.*

529 *I. A foreign corporation that directly or indirectly undertakes, finances, or directs election activity or*
530 *ballot-issue activity in the Commonwealth shall be conclusively deemed to be transacting business in the*
531 *Commonwealth for purposes of jurisdiction and enforcement.*

532 **§ 13.1-828. Ultra vires.**

533 A. Except as provided in subsection B or D, corporate action may not be challenged on the ground that
534 the corporation lacks or lacked power to act.

535 B. A corporation's power to act may be challenged:

536 1. In a proceeding by a member or a director against the corporation to enjoin the act;

537 2. In a proceeding by the corporation, directly, derivatively, or through a receiver, trustee, or other legal
538 representative, against an incumbent or former officer, director, employee, or agent of the corporation; or

539 3. In a proceeding against a corporation before the Commission.

540 C. In a proceeding by a member or a director under subdivision B 1 to enjoin an unauthorized corporate
541 act, the court may enjoin or set aside the act and may award damages for loss, except anticipated profits,
542 suffered by the corporation or another party because of enjoining the unauthorized act.

543 *D. The provisions of subsection A shall not apply to any act that constitutes election activity or ballot-*
544 *issue activity. Any such act is ultra vires and void.*

545 **§ 13.1-1009. Powers.**

546 A. Unless the articles of organization provide otherwise, every limited liability company has perpetual
547 duration and succession in its name and has the same powers as an individual to do all things necessary or
548 convenient to carry out its business and affairs, *excluding the power to directly or indirectly engage in*
549 *election activity or ballot-issue activity as those terms are defined in § 13.1-603 but including, without*
550 *limitation, the power:*

551 1. To sue and be sued, complain and defend in its name;

552 2. To purchase, receive, lease or otherwise acquire, and own, hold, improve, use and otherwise deal with,
553 real or personal property, or any legal or equitable interest in property, wherever located;

- 554 3. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its
555 property;
- 556 4. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend,
557 pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other
558 person;
- 559 5. To make contracts and guaranties, incur liabilities, borrow money, issue its notes, bonds, and other
560 obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises or
561 income;
- 562 6. To lend money, invest and reinvest its funds, and receive and hold real and personal property as
563 security for repayment;
- 564 7. To conduct its business, locate offices, and exercise the powers granted by this chapter within or
565 without this Commonwealth;
- 566 8. To elect and appoint managers, employees and agents of the limited liability company, define their
567 duties, fix their compensation, and lend them money and credit;
- 568 9. To pay pensions and establish pension plans, pension trusts, profit sharing plans, and benefit and
569 incentive plans for all or any of the current or former managers, members, employees, and agents of the
570 limited liability company or any of its subsidiaries;
- 571 10. To make donations to the public welfare or for religious, charitable, scientific, literary or educational
572 purposes;
- 573 11. To make payments or donations, or do any other act, not inconsistent with this section or any other
574 applicable law, that furthers the business and affairs of the limited liability company;
- 575 12. To pay compensation, or to pay additional compensation to any or all managers, members, and
576 employees on account of services previously rendered to the limited liability company, whether or not an
577 agreement to pay such compensation was made before such services were rendered;
- 578 13. To insure for its benefit the life of any of its managers, members, or employees, to insure the life of
579 any member for the purpose of acquiring at his death the interest owned by such member and to continue
580 such insurance after the relationship terminates;
- 581 14. To cease its activities, wind up its affairs, and proceed to cancel its existence;
- 582 15. To enter into partnership agreements, joint ventures, or other associations of any kind with any person
583 or persons;
- 584 16. Subject to such standards and restrictions, if any, as are set forth in its articles of organization or an
585 operating agreement, to indemnify and hold harmless any member or manager or other person from and
586 against any and all claims and demands whatsoever, and to pay for or reimburse any member or manager or
587 other person for reasonable expenses incurred by such a person who is a party to a proceeding in advance of
588 final disposition of the proceeding;
- 589 17. To transact any lawful business that a corporation, partnership, or other business entity may conduct
590 under the laws of the Commonwealth subject, however, to any and all laws and restrictions that govern or
591 limit the conduct of such activity by such corporation, partnership or other business entity; and
- 592 18. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which
593 the limited liability company is organized.

594 *B. The creation and continued existence of a limited liability company is not a right but a conditional*
 595 *grant of legal status by the Commonwealth and remains subject to complete withdrawal at any time. Any*
 596 *provision of the articles of organization, operating agreement, or other organizational documents purporting*
 597 *to grant or confer any power to engage in election activity or ballot-issue activity, directly or indirectly, is*
 598 *void. Any act undertaken by a limited liability company that constitutes election activity or ballot-issue*
 599 *activity is ultra vires and void. A limited liability company that exercises any power not granted under this*
 600 *title, including by engaging in election activity or ballot-issue activity, forfeits all charter privileges,*
 601 *including limited liability and perpetual duration, as a matter of law. A foreign limited liability company that*
 602 *directly or indirectly undertakes, finances, or directs election activity or ballot-issue activity in the*
 603 *Commonwealth shall be conclusively deemed to be transacting business in the Commonwealth for purposes*
 604 *of jurisdiction and enforcement.*

605 **§ 13.1-1122. Application of Chapter 12 of this title (§ 13.1-1000 et seq.).**

606 The provisions of Chapter 12 (§ 13.1-1000 et seq.) ~~of this title~~ shall be applicable to professional limited
 607 liability companies organized under the provisions of this chapter. Where a conflict arises between the
 608 provisions found in Chapter 12 (§ 13.1-1000 et seq.) ~~of this title~~ and this chapter, this chapter shall control. A
 609 professional limited liability company organized under this chapter is subject to § 13.1-1009, including all
 610 limitations on limited liability company powers contained in that section.

611 **§ 13.1-1210. Powers.**

612 A. Unless the articles of trust provide otherwise, every business trust has the same powers as an individual
 613 or any other entity to do all things necessary or convenient to carry out its business and affairs, *excluding the*
 614 *power to directly or indirectly engage in election activity or ballot-issue activity as those terms are defined in*
 615 *§ 13.1-603 but including; without limitation, the power:*

- 616 1. To sue and be sued, complain and defend in its name;
- 617 2. To purchase, receive, lease or otherwise acquire, and own, hold, improve, use and otherwise deal with,
- 618 real or personal property, or any legal or equitable interest in property, wherever located;
- 619 3. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its
- 620 property;
- 621 4. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend,
- 622 pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other
- 623 person;
- 624 5. To make contracts and guaranties, incur liabilities, borrow money, issue its notes, bonds, and other
- 625 obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises or
- 626 income;
- 627 6. To lend money, invest and reinvest its funds, and receive and hold real and personal property as
- 628 security for repayment;
- 629 7. To conduct its business, locate offices, and exercise the powers granted by this chapter within or
- 630 without this Commonwealth;
- 631 8. To elect and appoint trustees, officers, employees and agents of the business trust, define their duties,
- 632 fix their compensation, and lend them money and credit;
- 633 9. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, and benefit and
- 634 incentive plans for all or any of the current or former beneficial owners, trustees, officers, employees, and
- 635 agents of the business trust or any of its subsidiaries;
- 636 10. To make donations to the public welfare or for religious, charitable, scientific, literary or educational
- 637 purposes;
- 638 11. To make payments or donations or do any other act, not inconsistent with this section or any other
- 639 applicable law, that furthers the business and affairs of the business trust;
- 640 12. To pay compensation, or to pay additional compensation, to any or all beneficial owners, trustees,
- 641 officers and employees on account of services previously rendered to the business trust, whether or not an
- 642 agreement to pay such compensation was made before such services were rendered;
- 643 13. To insure for its benefit the life of any of its beneficial owners, trustees, officers or employees, to
- 644 insure the life of any beneficial owner for the purpose of acquiring at his death the interest owned by such
- 645 beneficial owner and to continue such insurance after the relationship terminates;
- 646 14. To cease its activities, wind up its affairs, and proceed to cancel its existence;
- 647 15. To enter into partnership agreements, joint ventures, or other associations of any kind with any person
- 648 or persons;
- 649 16. To indemnify a trustee, officer, employee or any other person to the same extent as a corporation may
- 650 indemnify any of the directors, officers, employees or agents of the corporation;
- 651 17. To transact any lawful business that a corporation, partnership, limited liability company or other
- 652 business entity may conduct under the laws of the Commonwealth subject, however, to any and all laws and
- 653 restrictions that govern or limit the conduct of such activity by such corporation, partnership, limited liability
- 654 company or other business entity; and
- 655 18. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which
- 656 the business trust is organized.
- 657 *B. The creation and continued existence of a business trust is not a right but a conditional grant of legal*
- 658 *status by the Commonwealth and remains subject to complete withdrawal at any time. Any provision of the*
- 659 *articles of trust, governing instrument, or other organizational documents purporting to grant or confer any*
- 660 *power to engage in election activity or ballot-issue activity, directly or indirectly, is void. Any act undertaken*
- 661 *by business trust that constitutes election activity or ballot-issue activity is ultra vires and void. A business*
- 662 *trust that exercises any power not granted under this title, including by engaging in election activity or*
- 663 *ballot-issue activity, forfeits all charter privileges, including limited liability and perpetual duration, as a*
- 664 *matter of law. A foreign business trust that directly or indirectly undertakes, finances, or directs election*
- 665 *activity or ballot-issue activity in the Commonwealth shall be conclusively deemed to be transacting business*
- 666 *in the Commonwealth for purposes of jurisdiction and enforcement.*
- 667 **§ 50-73.29. General powers and liabilities.**
- 668 A. Except as provided in this chapter or in the partnership agreement, a general partner of a limited
- 669 partnership has the rights and powers of a partner in a partnership without limited partners.
- 670 B. Except as provided in this chapter, a general partner of a limited partnership has the liabilities of a
- 671 partner in a partnership without limited partners to persons other than the partnership and the other partners.
- 672 Except as provided in this chapter or in the partnership agreement, a general partner of a limited partnership
- 673 has the liabilities of a partner in a partnership without limited partners to the partnership and to the other
- 674 partners.
- 675 C. *Notwithstanding any other provision of law, a general partner of a limited partnership shall not, on*
- 676 *behalf of the limited partnership, directly or indirectly engage in election activity or ballot-issue activity as*
- 677 *those terms are defined in § 13.1-603. Any such act is ultra vires and void.*

678 *D. A limited partnership that engages in an act described in subsection C forfeits all charter privileges,*
679 *including limited-liability protections, as a matter of law.*

680 *E. A foreign limited partnership that directly or indirectly undertakes, finances, or directs election activity*
681 *or ballot-issue activity in the Commonwealth shall be conclusively deemed to be transacting business in the*
682 *Commonwealth for purposes of jurisdiction and enforcement.*

683 **§ 50-73.132:1. Election and ballot-issue activity; limitation on limited-liability privilege.**

684 *A. No partnership registered as a registered limited liability partnership under this article shall, directly*
685 *or indirectly, engage in election activity or ballot-issue activity as those terms are defined in § 13.1-603.*

686 *B. Any act undertaken by a registered limited liability partnership that constitutes election activity or*
687 *ballot-issue activity is ultra vires and void. A partnership that engages in such an act forfeits the limited-*
688 *liability privileges conferred by its registration until reinstated by the State Corporation Commission.*

689 *C. A foreign registered limited liability partnership that directly or indirectly undertakes, finances, or*
690 *directs election activity or ballot-issue activity in the Commonwealth shall be conclusively deemed to be*
691 *transacting business in the Commonwealth for purposes of jurisdiction and enforcement.*

692 **§ 57-18. Conveyance for charitable purpose to unincorporated bodies, societies, groups,**
693 **associations, or posts.**

694 In any case where, since June 18, 1914, there has been, or at any time hereafter there may be, (i) any gift,
695 grant, or devise of real estate or personal property for charitable purposes to an unincorporated body, society,
696 group, association, or post, including those referenced in § 57-19, whether such gift, grant, or devise be
697 directly to such body, society, group, association, or post or to it in trust for charitable uses, or (ii) a need for
698 appointment or confirmation of election of trustees for such unincorporated body, society, group, association,
699 or post to effect and promote the purpose and object of such unincorporated body, society, group, association,
700 or post, trustees may, if such unincorporated body, society, group, association, or post so elects, be appointed
701 in accordance with the procedure prescribed by § 57-8, and such trustees shall hold the trust subject in
702 accordance with the provisions of §§ 57-11, 57-13, 57-14, 57-15, 57-15.1, 57-16, and 57-17 in like manner as
703 if such sections had been made expressly applicable to such unincorporated body, society, group, association,
704 or post. For the purposes of this section, the words church, society, denomination, congregation, religious
705 congregation, religious body, religious denomination, and religious congregation or organization, appearing
706 in the aforesaid sections, shall be interpreted to refer to such unincorporated body, society, group, association,
707 or post. *Nothing in this section shall be construed to grant or confer any power on any unincorporated body,*
708 *society, group, association, or post to directly or indirectly engage in election activity or ballot-issue activity*
709 *as those terms are defined in § 13.1-603.*

710 **2. That the provisions of this act shall not apply to the Commonwealth or to any of its agencies,**
711 **authorities, instrumentalities, or political subdivisions.**

712 **3. That nothing in this act shall impair or be construed to invalidate or impair any existing contract,**
713 **debt instrument, security, or other legal obligation entered into before the effective date of this act, but**
714 **nothing herein authorizes any election activity or ballot-issue activity, as those terms are defined in**
715 **§ 13.1-603 of the Code of Virginia, as amended by this act, after such effective date.**