Resources for Addressing a Changing Landscape: Assessing Options

Non-Profit Organizations/
Public Charities Division
September 25, 2025

Beede Petition

link: AGO Online *Beede* Guidance

Beede Petition: Threshold Questions

1. Is the entity a public charity?
2. Is the recipient a charity?
3. Does the transaction involve a large part of the charity’s property?
4. Is the charity receiving less than fair market value for the property?

G.L. c. 180, § 8A(c) Notice

link: AGO § 8A(c) Online Guidance

§ 8A(c) Notice: Threshold Questions

1. Is the entity a public charity?
2. Does the transaction involve all or substantially all the charity’s property?
3. Will there be a material change in the charity’s activities?

§ 8A(c) Notice: Content ("The 5 Ps")

At least 30 days before the closing of the transaction, provide notice that includes the:

1. Process, a two-thirds vote of members or directors, statutory notice requirement, and records of the process
2. Property, a full description and location, how and when acquired, any restrictions
3. Price, fair market value established through appraisal or other means
4. Purchaser, preferably unrelated
5. Proceeds, how the charity plans to use the proceeds

Merger/ Consolidation

Merger/Consolidation

- Compliance with AG reporting requirements
- “Once a Massachusetts charity, always a Massachusetts charity”
- Fundraising and financial support
- Restricted assets
- Property documents filed with registry
- Merger documents filed with the Division within 30 days

Dissolving a Charitable Entity

link: Dissolving a Charity

Administrative Dissolutions (No Assets)

Administrative Dissolutions (No Asset) Checklist

1. Check the compliance status of the dissolving charity
2. Complete the following documents:
   - An Administrative Dissolution Petition
   - An Officer's Certificate
   - A Form PC-F
   - A Dissolution Worksheet
3. Submit the documents by email to Dissolutions@mass.gov for approval

Dissolution of Non-Filing Organizations

- Places of religious worship are exempt from registering and filing annual reports with the AGO
- Religious Organizations still need to follow the dissolution process with our office and/or the court
- For Dissolution, you will only need:
  - Administrative Petition
  - Officer's Certificate
  - Dissolution Worksheet

Winddown of Non-Corporate Charities

- Charitable Trusts
  - May be able to terminate if they hold under $200,000
  - Can transfer funds prior to terminating, following trust instrument
  - To terminate:
    - Must be in compliance with our office
    - Submit a Form PC-F and Trust Instrument to Dissolutions@mass.gov
- Unincorporated association
  - May need a Beede petition to transfer remaining assets
  - To notify our office of wind down:
    - Must be in compliance with our office
    - Submit a Form PC-F to Dissolutions@mass.gov

Judicial Dissolutions (With Assets)

Judicial Dissolutions (With Assets) Checklist – Part 1

- Check the compliance status of the dissolving charity
- Complete the following documents:
  - Voluntary Dissolution Complaint
  - Officer's Certificate
  - Motion for Interlocutory Order
  - Interlocutory Order
  - Certificate of Service
  - Form PC-F
  - Dissolution Worksheet
- Submit the documents by email to Dissolutions@mass.gov for approval and assent.

Judicial Dissolutions (With Assets) Checklist – Part 2

- After the Division's assent, submit the following documents to the SJC:
  - Complaint
  - Officer’s Certificate
  - Motion for Interlocutory Order
  - Interlocutory Order
  - Certificate of Service to the SJC
- After the judge signs the Interlocutory Order, the charity must transfer the assets.

Judicial Dissolutions (With Assets) Checklist – Part 3

- Submit the following documents to the Division for approval:
  - Affidavit of Compliance, signed
  - Affidavit of Receipt, signed
- After approval, submit the following documents to the SJC:
  - Affidavit of Compliance, signed
  - Affidavit of Receipt, signed
  - Motion for Entry of Judgment
  - Judgment
  - Certificate of Service

Common Dissolution Mistakes

- Typos
- Mathematical inconsistencies
- Inappropriate transfers
- Non-attorneys filling out court documents
- Not transferring assets after the interlocutory order
- Improper dissolution filing

Chapter 7 and Chapter 11 Bankruptcy