

N.Y. Not-for-Profit Corporation Law Section 907-B Application for approval of the attorney general

- (a) In lieu of obtaining an order approving the plan of merger or consolidation and authorizing the filing of the certificate, the corporation may alternatively make an application to the attorney general for approval, except where the attorney general, in his or her discretion, concludes that a court should review the application and make a determination thereon.
- (b) The application to the attorney general shall be made by all the constituent corporations jointly and shall set forth by affidavit:
 - (i) all of the information required to be included in an application to obtain court approval pursuant to section 907-a (Application for approval of the supreme court) of this article, (ii) all consents and approvals required by section 909 (Consent to filing), and
 - (iii) a statement as to whether any persons have raised, or have a reasonable basis to raise, objections to the merger or consolidation that is the subject of the application, including a statement setting forth the names and addresses of such persons, the nature of their interest, and a description of their objections.
- (c) Upon the filing of the application, the attorney general, in his or her discretion, may direct that the constituent corporations provide notice to such persons as may be interested, including any governmental body or officer and any other person or body that is required either to give consent or be notified under section 404 (Approvals, notices and consents) of this article or 909 (Consent to filing) of this article. The constituent corporations shall provide the attorney general with a certification that such notice has been provided.
- (d) If any assets of any of the constituent corporations are held for a charitable purpose or are assets received for a specific purpose and legally required to be

used for a particular purpose, but not upon a condition requiring return, transfer or conveyance by reason of the merger or consolidation, the attorney general may, in his or her discretion, direct that such assets be transferred or conveyed to the surviving or consolidated corporation subject to such purpose or use.

- (e) If the attorney general shall find that the interests of non-consenting members are or may be substantially prejudiced by the proposed merger or consolidation, the attorney general may disapprove of the application or may condition approval of the application upon modification of the plan of merger or consolidation in accordance with this chapter and any other law or rule.
- (f) If it shall appear, to the satisfaction of the attorney general, that the provisions of this section have been complied with, and that the interests of the constituent corporations and the public interest will not be adversely affected by the merger or consolidation, the attorney general shall approve the merger or consolidation upon such terms and conditions as it may prescribe.
- (g) The approval of the attorney general shall be annexed to the certificate of merger or consolidation.
- (h) At any time, including if the attorney general does not approve the application, or if the attorney general concludes that court review is appropriate, the constituent corporations may seek court approval on notice to the attorney general pursuant to section 907-a (Application for approval of the supreme court) of this article.

Location: https://newyork.public.law/laws/n.y._not-for-profit_corporation_law_section_907-b

Original Source: Section 907-B — Application for approval of the attorney general, <https://www.nysenate.gov/legislation/laws/NPC/907-B> (last accessed Aug. 20, 2023).