

POWERS GRANTED A CORPORATION BY THE CODE OF VIRGINIA

ARTICLE 4

Purposes and Powers

§ 13.1-825. Purposes -- Every corporation incorporated under this chapter has the purpose of engaging in any lawful purpose or purposes, unless:

1. A statute requires the corporation to issue shares or one of the purposes of the corporation is to conduct the business of a public service company other than a sewer company; or
2. A more limited purpose is (i) set forth in the articles of incorporation or (ii) required to be set forth in the articles of incorporation by any other laws of this Commonwealth.

(Code 1950, § 13.1-204; 1956, c. 428; 1958, c. 564; 1960, c. 296; 1971, Ex. Sess., c. 98; 1985, c. 522.)

§ 13.1-826. General powers.

A. Unless its articles of incorporation provide otherwise, every corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its business, including, without limitation, power to:

1. Sue and be sued, complain and defend, in its corporate name.
2. Have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.
3. Purchase, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.
4. Sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property.
5. Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and with, shares or other interests in, or obligations of, any other domestic or foreign corporations organized for any purpose, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof; and to guarantee the payment of any bonds or other obligations of any association, partnership, or individual or any other domestic or foreign corporation organized for any purpose.
6. Make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

7. Lend money, invest and reinvest its funds, and hold real and personal property as security for repayment.

8. Transact its business, locate offices and exercise the powers granted by this chapter within or without this Commonwealth.

9. Elect directors and appoint officers, employees and agents of the corporation, define their duties, fix their compensation and lend them money and credit.

10. Make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this Commonwealth, for managing or regulating the business of the corporation.

11. Make donations for the public welfare or for religious, charitable, scientific, literary or educational purposes.

12. Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive and compensation plans for any or all of the current or former directors, officers, employees and agents of the corporation or any of its subsidiaries.

13. Insure for its benefit the life of any director, officer or employee of the corporation and continue such insurance after the relationship terminates.

14. Cease its corporate activities and surrender its corporate franchise.

15. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

B. Each corporation other than a banking corporation, an insurance corporation, a savings and loan association or a credit union shall have power to enter into partnership agreements, joint ventures, or other association of any kind with other corporations, whether organized under the laws of this Commonwealth or otherwise, or with any individual or individuals.

§ 13.1-827. Emergency powers.

A. In anticipation of or during any emergency defined in subsection D of this section, the board of directors of a corporation may:

1. Modify lines of succession to accommodate the incapacity of any director, officer, employee or agent.

2. Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

B. During an emergency defined in subsection D of this section, unless emergency bylaws provide otherwise:

1. Notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio.

2. One or more officers of the corporation present at a meeting of the board of directors may be deemed by a majority of the directors present at the meeting to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

C. Corporate action taken in good faith during an emergency under this section to further the ordinary business of the corporation:

1. Binds the corporation; and
2. May not be used to impose liability on a corporate director, officer, employee or agent.

D. An emergency exists for purposes of this section if a quorum of the corporation's board of directors cannot readily be assembled because of some catastrophic event.

(1985, c. 522.)

ARTICLE 8

Directors and Officers

§ 13.1-853. Requirement for and duties of board of directors.

A. Each corporation shall have a board of directors.

B. All corporate powers shall be exercised by or under the authority of, and the business of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in the articles of incorporation.

(Code 1950, § 13.1-220; 1956, c. 428; 1983, c. 393; 1985, c. 522.)