



General Assembly

February Session, 2026

Raised Bill No. 461

LCO No. 2816



Referred to Committee on GOVERNMENT ADMINISTRATION
AND ELECTIONS

Introduced by:
(GAE)

***AN ACT CONCERNING POLITICAL SPENDING AND STATE-
GRANTED CORPORATE POWERS.***

Be it enacted by the Senate and House of Representatives in General
Assembly convened:

1 Section 1. (NEW) (*Effective January 1, 2027*) (a) Notwithstanding the
2 provisions of any general statute or special act, or any certificate of
3 incorporation filed or bylaw adopted thereunder, no corporation
4 formed in this state, or authorized to transact business or conduct affairs
5 in this state, pursuant to any general statute or special act shall have the
6 power to make any expenditure, as defined in section 9-601b of the
7 general statutes, unless such expenditure is made by a political
8 committee, as defined in section 9-601 of the general statutes,
9 established by such corporation.

10 (b) Any corporation who violates the provisions of subsection (a) of
11 this section shall be subject to, as applicable, dissolution of its corporate
12 form in accordance with the provisions of section 33-890 of the general
13 statutes, as amended by this act, or 33-1181 of the general statutes, as
14 amended by this act, or any similar provision of a special act regarding

15 such dissolution, or revocation of its certificate of authority to transact
16 business or conduct affairs in this state in accordance with the
17 provisions of section 33-936 or 33-1226 of the general statutes.

18 Sec. 2. Section 33-647 of the general statutes is repealed and the
19 following is substituted in lieu thereof (*Effective January 1, 2027*):

20 Unless its certificate of incorporation provides otherwise, every
21 corporation has perpetual duration and succession in its corporate name
22 and has the same powers as an individual to do all things necessary or
23 convenient to carry out its business and affairs, including without
24 limitation power:

25 (1) To sue and be sued, complain and defend in its corporate name;

26 (2) To have a corporate seal, which may be altered at will, and to use
27 it, or a facsimile of it, by impressing or affixing it or in any other manner
28 reproducing it;

29 (3) To make and amend bylaws, not inconsistent with its certificate of
30 incorporation or with the laws of this state, for managing the business
31 and regulating the affairs of the corporation;

32 (4) To purchase, receive, lease or otherwise acquire, and own, hold,
33 improve, use and otherwise deal with, real or personal property, or any
34 legal or equitable interest in property, wherever located;

35 (5) To sell, convey, mortgage, pledge, lease, exchange and otherwise
36 dispose of all or any part of its property;

37 (6) To purchase, receive, subscribe for or otherwise acquire, own,
38 hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of, and
39 deal in and with shares or other interests in, or obligations of, any other
40 entity;

41 (7) To make contracts and guarantees, incur liabilities, borrow
42 money, issue its notes, bonds and other obligations, which may be

43 convertible into or include the option to purchase other securities of the
44 corporation, and secure any of its obligations by mortgage or pledge of
45 any of its property, franchises or income;

46 (8) To lend money, invest and reinvest its funds, and receive and hold
47 real and personal property as security for repayment;

48 (9) To be a promoter, partner, member, associate or manager of any
49 partnership, joint venture, trust or other entity;

50 (10) To conduct its business, locate offices and exercise the powers
51 granted by sections 33-600 to 33-998, inclusive, within or without this
52 state;

53 (11) To elect directors and appoint officers, employees and agents of
54 the corporation, define their duties, fix their compensation and lend
55 them money and credit;

56 (12) To pay pensions and establish pension plans, pension trusts,
57 profit-sharing plans, share bonus plans, share option plans and benefit
58 or incentive plans for any or all of its current or former directors,
59 officers, employees and agents;

60 (13) To make donations for the public welfare or for charitable,
61 scientific or educational purposes;

62 (14) To transact any lawful business that will aid government policy;
63 and

64 (15) To make payments or donations, or do any other act, not
65 inconsistent with law, that furthers the business and affairs of the
66 corporation, except that such corporation shall not make any
67 expenditure, as defined in section 9-601b, unless such expenditure is
68 made by a political committee, as defined in section 9-601, that has been
69 established by such corporation.

70 Sec. 3. Section 33-890 of the general statutes is repealed and the

71 following is substituted in lieu thereof (*Effective January 1, 2027*):

72 (a) The Secretary of the State may effect the administrative
73 dissolution of a corporation as provided in this section.

74 (b) Whenever any corporation is more than one year in default of
75 filing its annual report as required by section 33-953, the Secretary of the
76 State may notify such corporation by electronic mail addressed to such
77 corporation and sent to the corporation's electronic mail address as last
78 shown on the Secretary's records that under the provisions of this
79 section the corporation is to be administratively dissolved. Unless the
80 corporation, within three months of the sending of such notice, files
81 such annual report, the Secretary of the State shall prepare and file in
82 the Secretary's office a certificate of administrative dissolution stating
83 that the delinquent corporation has been administratively dissolved by
84 reason of its default.

85 (c) Whenever it comes to the attention of the Secretary of the State
86 that a corporation has failed to maintain a registered agent or that such
87 registered agent cannot, with reasonable diligence, be found at the
88 address shown in the records of his office, the Secretary of the State may
89 notify such corporation by electronic mail addressed and sent to such
90 corporation at its electronic mail address as last shown on the Secretary's
91 records that under the provisions of this section the corporation is to be
92 administratively dissolved. Unless the corporation, within three months
93 of the mailing of such notice, files an appointment of registered agent,
94 the Secretary of the State shall prepare and file in his office a certificate
95 of administrative dissolution stating that the delinquent corporation has
96 been administratively dissolved by reason of its default.

97 (d) Whenever the Secretary of the State is notified by the State
98 Elections Enforcement Commission that the commission has
99 determined, pursuant to section 9-7b, that a corporation violated the
100 provisions of subsection (a) of section 1 of this act, the Secretary of the
101 State may notify such corporation by electronic mail addressed and sent

102 to such corporation at its electronic mail address as last shown on the
103 Secretary's records that under the provisions of this section the
104 corporation is to be administratively dissolved. Unless the corporation,
105 within three months of the sending of such notice, provides to the
106 Secretary documentation indicating that such corporation has appealed
107 the determination of the commission in accordance with the provisions
108 of chapter 54, the Secretary of the State shall prepare and file in his office
109 a certificate of administrative dissolution stating that the violative
110 corporation has been administratively dissolved by reason of such
111 violation. If the corporation, within such three months, provides to the
112 Secretary such documentation, such administrative dissolution shall be
113 stayed until, and in accordance with, any final judicial resolution of such
114 appeal.

115 ~~[(d)]~~ (e) Dissolution shall be effective upon the filing by the Secretary
116 of the State in his office of such certificate of administrative dissolution.

117 ~~[(e)]~~ (f) After filing the certificate of administrative dissolution, the
118 Secretary of the State shall: (1) Send a copy thereof to the delinquent
119 corporation, addressed to such corporation at its electronic mail address
120 as last shown on the Secretary's records; and (2) cause notice of the filing
121 of such certificate of administrative dissolution to be posted on the office
122 of the Secretary of the State's Internet web site for a period of sixty days
123 following the date on which the Secretary of the State files the certificate
124 of administrative dissolution.

125 Sec. 4. Section 33-935 of the general statutes is repealed and the
126 following is substituted in lieu thereof (*Effective January 1, 2027*):

127 The Secretary of the State may commence a proceeding under section
128 33-936 to revoke the certificate of authority of a foreign corporation
129 authorized to transact business in this state if: (1) The foreign
130 corporation has failed to file its annual report with the Secretary of the
131 State; (2) the foreign corporation does not pay within sixty days after
132 they are due any license fees, franchise taxes or penalties imposed by

133 sections 33-600 to 33-998, inclusive, or other law; (3) the foreign
134 corporation is without a registered agent or registered office in this state
135 for sixty days or more; (4) the foreign corporation does not inform the
136 Secretary of the State under section 33-927 or 33-928 that its registered
137 agent or registered office has changed, that its registered agent has
138 resigned or that its registered office has been discontinued within sixty
139 days of the change, resignation or discontinuance; (5) an incorporator,
140 director, officer or agent of the foreign corporation signed a document
141 he knew was false in any material respect with intent that the document
142 be delivered to the Secretary of the State for filing; [or] (6) the Secretary
143 of the State receives a duly authenticated certificate from the secretary
144 of the state or other official having custody of corporate records in the
145 state or country under whose law the foreign corporation is
146 incorporated stating that it has been dissolved or disappeared as the
147 result of a merger; or (7) the Secretary of the State is notified by the State
148 Elections Enforcement Commission that the commission has
149 determined, pursuant to section 9-7b, that the foreign corporation
150 violated the provisions of subsection (a) of section 1 of this act, except
151 that, if such foreign corporation appeals such determination in
152 accordance with the provisions of chapter 54, any such revocation shall
153 be stayed until, and in accordance with, any final judicial resolution of
154 such appeal.

155 Sec. 5. Section 33-1036 of the general statutes is repealed and the
156 following is substituted in lieu thereof (*Effective January 1, 2027*):

157 Unless its certificate of incorporation provides otherwise, every
158 corporation has perpetual duration and succession in its corporate name
159 and has the same powers as an individual to do all things necessary or
160 convenient to carry out its affairs, including without limitation power:

161 (1) To sue and be sued, complain and defend in its corporate name;

162 (2) To have a corporate seal, which may be altered at will, and to use
163 it, or a facsimile of it, by impressing or affixing it or in any other manner

164 reproducing it;

165 (3) To make and amend bylaws, not inconsistent with its certificate of
166 incorporation or with the laws of this state, for managing and regulating
167 the affairs of the corporation;

168 (4) To purchase, receive, lease or otherwise acquire, and own, hold,
169 improve, use and otherwise deal with, real or personal property, or any
170 legal or equitable interest in property, wherever located, including the
171 power to take property of any description or any interest therein by gift,
172 devise or bequest;

173 (5) To sell, convey, mortgage, pledge, lease, exchange and otherwise
174 dispose of all or any part of its property;

175 (6) To purchase, receive, subscribe for or otherwise acquire, own,
176 hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of, and
177 deal in and with shares or other interests in, or obligations of, any other
178 entity;

179 (7) To make contracts and guarantees, incur liabilities, borrow
180 money, issue its notes, bonds and other obligations, and secure any of
181 its obligations by mortgage or pledge of any of its property, franchises
182 or income;

183 (8) To lend money, invest and reinvest its funds, and receive and hold
184 real and personal property as security for repayment;

185 (9) To be a promoter, partner, member, associate or manager of any
186 partnership, joint venture, trust or other entity;

187 (10) To conduct its activities, locate offices and exercise the powers
188 granted by sections 33-1000 to 33-1290, inclusive, within or without this
189 state;

190 (11) To elect directors and appoint officers, employees and agents of
191 the corporation, define their duties and fix their compensation;

192 (12) To pay pensions and establish pension plans, pension trusts and
193 other benefit or incentive plans for any or all of its current or former
194 directors, officers, employees and agents;

195 (13) To make donations not inconsistent with law for the public
196 welfare or for charitable, scientific or educational purposes and for other
197 purposes that further the corporate interest, except that such
198 corporation shall not make any expenditure, as defined in section 9-
199 601b, unless such expenditure is made by a political committee, as
200 defined in section 9-601, that has been established by such corporation;

201 (14) To transact any lawful activity that will aid government policy;

202 (15) To impose or levy fines, penalties, dues, assessments, admission
203 and transfer fees upon its members;

204 (16) To establish conditions for admission of members, admit
205 members and issue memberships and certificates evidencing
206 membership;

207 (17) To carry on one or more businesses;

208 (18) To make payments or donations, or do any other act, not
209 inconsistent with law, that furthers the activities and affairs of the
210 corporation, except that such corporation shall not make any
211 expenditure, unless such expenditure is made by a political committee
212 that has been established by such corporation; and

213 (19) To enter into any arrangement with others for any union of
214 interest with respect to any activities which the corporation has power
215 to conduct by itself, even if such arrangement involves sharing or
216 delegation of control of such activities with or to others.

217 Sec. 6. Section 33-1181 of the general statutes is repealed and the
218 following is substituted in lieu thereof (*Effective January 1, 2027*):

219 (a) The Secretary of the State may effect the administrative

220 dissolution of a corporation as provided in this section.

221 (b) Whenever any corporation is more than two years in default of
222 filing its annual report as required by section 33-1243, the Secretary of
223 the State may notify such corporation by electronic mail addressed to
224 such corporation and sent to the corporation's electronic mail address as
225 last shown on the Secretary's records that under the provisions of this
226 section the corporation is to be administratively dissolved. Unless the
227 corporation, within three months of the sending of such notice, files
228 such annual report, the Secretary of the State shall prepare and file in
229 the Secretary's office a certificate of administrative dissolution stating
230 that the delinquent corporation has been administratively dissolved by
231 reason of its default.

232 (c) Whenever it comes to the attention of the Secretary of the State
233 that a corporation has failed to maintain a registered agent or that such
234 registered agent cannot, with reasonable diligence, be found at the
235 address shown in the records of his office, the Secretary of the State may
236 notify such corporation by electronic mail addressed to such
237 corporation sent to such corporation at its electronic mail address as last
238 shown on the Secretary's records that under the provisions of this
239 section the corporation is to be administratively dissolved. Unless the
240 corporation within three months of the mailing of such notice files an
241 appointment of registered agent, the Secretary of the State shall prepare
242 and file in his office a certificate of administrative dissolution stating
243 that the delinquent corporation has been administratively dissolved by
244 reason of its default.

245 (d) Whenever the Secretary of the State is notified by the State
246 Elections Enforcement Commission that the commission has
247 determined, pursuant to section 9-7b, that a corporation violated the
248 provisions of subsection (a) of section 1 of this act, the Secretary of the
249 State may notify such corporation by electronic mail addressed and sent
250 to such corporation at its electronic mail address as last shown on the
251 Secretary's records that under the provisions of this section the

252 corporation is to be administratively dissolved. Unless the corporation,
253 within three months of the sending of such notice, provides to the
254 Secretary documentation indicating that such corporation has appealed
255 the determination of the commission in accordance with the provisions
256 of chapter 54, the Secretary of the state shall prepare and file in his office
257 a certificate of administrative dissolution stating that the violative
258 corporation has been administratively dissolved by reason of such
259 violation. If the corporation, within such three months, provides to the
260 Secretary such documentation, such administrative dissolution shall be
261 stayed until, and in accordance with, any final judicial resolution of such
262 appeal.

263 [(d)] (e) Dissolution shall be effective upon the filing by the Secretary
264 of the State in his office of such certificate of administrative dissolution.

265 [(e)] (f) After filing the certificate of administrative dissolution, the
266 Secretary of the State shall: (1) Send a copy thereof to the delinquent
267 corporation, addressed to such corporation at its electronic mail address
268 as last shown on the Secretary's records, and (2) cause notice of the filing
269 of such certificate of administrative dissolution to be posted on the office
270 of the Secretary of the State's Internet web site for a period of sixty days
271 following the date on which the Secretary of the State files the certificate
272 of administrative dissolution.

273 Sec. 7. Section 33-1225 of the general statutes is repealed and the
274 following is substituted in lieu thereof (*Effective January 1, 2027*):

275 The Secretary of the State may commence a proceeding under section
276 33-1226 to revoke the certificate of authority of a foreign corporation
277 authorized to conduct affairs in this state if: (1) The foreign corporation
278 has failed to file its annual report with the Secretary of the State; (2) the
279 foreign corporation does not pay within sixty days after they are due
280 any license fees, franchise taxes or penalties imposed by sections 33-1000
281 to 33-1290, inclusive, or other law; (3) the foreign corporation is without
282 a registered agent or registered office in this state for sixty days or more;

283 (4) the foreign corporation does not inform the Secretary of the State
 284 under section 33-1217 or 33-1218 that its registered agent or registered
 285 office has changed, that its registered agent has resigned or that its
 286 registered office has been discontinued within sixty days of the change,
 287 resignation or discontinuance; (5) an incorporator, director, officer or
 288 agent of the foreign corporation signed a document he knew was false
 289 in any material respect with intent that the document be delivered to the
 290 Secretary of the State for filing; [or] (6) the Secretary of the State receives
 291 a duly authenticated certificate from the secretary of the state or other
 292 official having custody of corporate records in the state or country under
 293 whose law the foreign corporation is incorporated stating that it has
 294 been dissolved or disappeared as the result of a merger; or (7) the
 295 Secretary of the State is notified by the State Elections Enforcement
 296 Commission that the commission has determined, pursuant to section
 297 9-7b, that the foreign corporation violated the provisions of subsection
 298 (a) of section 1 of this act, except that, if such foreign corporation appeals
 299 such determination in accordance with the provisions of chapter 54, any
 300 such revocation shall be stayed until, and in accordance with, any final
 301 judicial resolution of such appeal.

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>January 1, 2027</i>	New section
Sec. 2	<i>January 1, 2027</i>	33-647
Sec. 3	<i>January 1, 2027</i>	33-890
Sec. 4	<i>January 1, 2027</i>	33-935
Sec. 5	<i>January 1, 2027</i>	33-1036
Sec. 6	<i>January 1, 2027</i>	33-1181
Sec. 7	<i>January 1, 2027</i>	33-1225

Statement of Purpose:

To (1) prohibit any corporation formed in this state, and any foreign corporation doing business in this state, from making any political expenditure unless such political expenditure is made from a political committee established by such corporation, and (2) modify the

corporate powers that the state may grant to entities incorporated in this state.

[Proposed deletions are enclosed in brackets. Proposed additions are indicated by underline, except that when the entire text of a bill or resolution or a section of a bill or resolution is new, it is not underlined.]