

**146:8 Effective Date.**

- I. Sections 1-5 of this act shall take effect January 1, 1982.  
 II. Sections 6 and 7 of this act shall take effect upon its passage.

[Approved May 22, 1981.]

[Effective Date

- I. Sections 1-5 of this act shall take effect January 1, 1982.  
 II. Sections 6 and 7 of this act shall take effect May 22, 1981.]

### CHAPTER 408 (HB 110)

#### AN ACT RECODIFYING THE UNEMPLOYMENT COMPENSATION LAW AND MAKING AN APPROPRIATION THEREFOR.

*Be it Enacted by the Senate and House of Representatives in General Court convened:*

**408:1 Purpose; Meaning Unchanged; No Jobs Lost.**

I. It is the intent of the legislature in enacting RSA 282-A to continue RSA 282. Even though RSA 282 is repealed by this act, RSA 282-A is a continuation of it. There should be no interpretation of RSA 282-A being something new. It is merely a new numbering of the material that already existed as RSA 282. The redesignation of the unemployment compensation law as 282-A is done merely to prevent the confusion that could have occurred had RSA 282 been renumbered. It would have been unnecessarily confusing to have 2 sections with the same number saying 2 different things. To eliminate this possibility, the entire unemployment compensation law has been redesignated as RSA 282-A.

II. It is the intent of the legislature to enact into law the product of the committee established by 1979, 269. RSA 282-A herein enacted is basically a rewriting of the unemployment compensation law in clear, readable language for the benefit of the citizens of this state who are affected by the law. RSA 282-A leaves what was in RSA 282 in almost the exact same order as an aid to those who worked extensively and familiarly with RSA 282. At the same time, RSA 282-A shortens, simplifies the understanding of, and corrects grammatically what was in RSA 282 as an aid to those who have not been and are not familiar with the unemployment compensation law. RSA 282-A does not change the basic organization of the unemployment compensation law so that those who worked with RSA 282 will be able to work easily with the new chapter, yet RSA 282-A makes it easier for a person unfamiliar with the unemployment compensation law to understand it and deal with it.

III. It is not the intent of the legislature that anyone should lose a job or position as a result of the enactment of RSA 282-A. Members of the advisory council prior to the enactment of RSA 282-A shall retain their positions and be replaced or reappointed on the same schedule as if RSA 282 were still in effect. The same shall be true for all employees of the department of employment security from the commissioner down to the last hired employee. The same shall also apply to members of appeal tribunals. By the enactment of RSA 282-A as a replacement for RSA 282, no one shall lose a job and no one shall gain a job in any manner any different from what did or could have happened when RSA 282 was the number for the chapter of the unemployment compensation law.

**408:2 Preamble for Unemploy**

I. WHEREAS, economic insecurity to the health, morals and welfare of the state by unemployment is therefor a subject for appropriate action by the legislature; and WHEREAS, the burden which now so often falls upon the worker and his family; and

II. WHEREAS, the attempt to provide relief not only is inadequate for the consequences upon many self-respecting citizens on an emergency basis, taxes to the uttermost of the state;

NOW, THEREFORE, the general welfare of the workers and the general unemployment compensation law reserves to be used for the benefit of their own, and for providing periods of employment and unemployment.

**408:3 New Chapter.** Amend RSA 408:1 by inserting new chapter:

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**282-A:1 Applicability of Definition.** This subdivision shall have the same meaning as in RSA 282-A:1 in context clearly requires otherwise.

**282-A:2 Base Period.** "Base period" means the period immediately preceding any benefit year.

**282-A:3 Benefits.** "Benefits" means the amount of compensation for his wage losses payable under this chapter.

**282-A:4 Benefit Year.** "Benefit year" means the year beginning with the first day of the month ending on the last day of March of the year.

**282-A:5 Calendar Quarter.** "Calendar quarter" means any three consecutive calendar months ending on December 31, or the equivalent thereof, the period of employment security may prescribe.

**282-A:6 Contributions.** "Contributions" means the amount of money from an employer to the state required for the payment of unemployment benefits.

**282-A:7 Employing Unit.**  
 I. "Employing unit" means any individual, partnership, association, joint tenancy, corporation, whether domestic or foreign, trust, trustee or successor thereof, person, or this state or any political subdivision thereof, which has, or subsequent to January 1, 1981, individuals performing services for

**408:2 Preamble for Unemployment Compensation Law.**

I. WHEREAS, economic insecurity due to unemployment is a serious menace to the health, morals and welfare of the people of this state, and involuntary unemployment is therefor a subject of general interest and concern requiring appropriate action by the legislature to prevent its spread and to lighten the burden which now so often falls with crushing force upon the unemployed worker and his family; and

II. WHEREAS, the attempt to provide for such distress solely through poor relief not only is inadequate for the need but productive of serious social consequences upon many self-respecting persons, and if undertaken on an emergency basis, taxes to the utmost the administrative facilities and financial stability of the state;

NOW, THEREFORE, the general court declares that the public good and the general welfare of the workers of this state require the enactment of unemployment compensation laws providing for the setting aside of unemployment reserves to be used for the benefit of persons unemployed through no fault of their own, and for providing a systematic accumulation of funds during periods of employment to provide benefits for periods of unemployment.

**408:3 New Chapter.** Amend RSA by inserting after chapter 282 the following new chapter:

**CHAPTER 282-A**

**UNEMPLOYMENT COMPENSATION**

**Definitions**

**282-A:1 Applicability of Definitions.** Any word or phrase defined in this subdivision shall have the same meaning throughout RSA 282-A unless the context clearly requires otherwise.

**282-A:2 Base Period.** "Base period" means the calendar year immediately preceding any benefit year.

**282-A:3 Benefits.** "Benefits" means the money payable to an individual as compensation for his wage losses due to unemployment as provided in this chapter.

**282-A:4 Benefit Year.** "Benefit year" with respect to any individual means the year beginning with the first day of April of every calendar year and ending on the last day of March of the following calendar year.

**282-A:5 Calendar Quarter.** "Calendar quarter" means the period of 3 consecutive calendar months ending on March 31, June 30, September 30, or December 31, or the equivalent thereof as the commissioner of the department of employment security may prescribe in a rule.

**282-A:6 Contributions.** "Contributions" means the money payments due from an employer to the state required by this chapter.

**282-A:7 Employing Unit.**

I. "Employing unit" means any individual or type of organization, including any partnership, association, joint venture, trust, estate, joint-stock company, or corporation, whether domestic or foreign, or the receiver, trustee in bankruptcy, trustee or successor thereof, or the legal representative of a deceased person, or this state or any political subdivision or any instrumentality thereof, which has, or subsequent to January 1, 1935, had, in its employ one or more individuals performing services for it within this state.

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**282-A:180 Administration.** The provisions of RSA 282-A:105-108, relative to the unemployment compensation fund, and RSA 282-A:141-143, relative to the unemployment compensation and employment service administration fund, to the contrary notwithstanding, the commissioner of the department of employment security is authorized to requisition and receive from this state's account in the unemployment trust fund in the treasury of the United States, in the manner permitted by federal law, such moneys standing to its credit in said fund as are permitted by federal law to be used for expenses of administering the provisions of this chapter and to expend such moneys for such purpose. The state treasurer shall be the custodian of the amounts of money so requisitioned and received. He shall administer such fund in accordance with the directions of the commissioner of the department of employment security and such rules as the commissioner may adopt not inconsistent with federal law.

**408:4 Repeal.** RSA 282 relative to unemployment compensation is hereby repealed.

**408:5 Saving Clause.**

I. Any regulation or general rule or special rule of the department of employment security properly adopted by its commissioner or director pursuant to the procedures spelled out in any section of RSA 282, which RSA chapter is repealed by this act, shall remain in full force and effect as if it had been adopted pursuant to RSA 541-A.

II. Any regulation or general rule or special rule grandfathered in as specified in paragraph I shall be redesignated as a "rule" as defined in RSA 541-A and shall be renumbered according to the system required of other state agencies in order to assure uniformity in the numbering of any such rule in the same manner as the provisions of RSA 282 have been replaced by those of RSA 282-A to insure uniformity in the numbering system of the RSA.

III. Any regulation or general rule or special rule may be edited for form and verbiage without complying with 1975, 309:4-a as inserted by 1977, 249:1 as amended by 1977, 471:4. However, should the department of employment security desire to make any substantive change in any rule (formerly a regulation or a general rule or a special rule), it shall only do so by adopting a new or amended rule pursuant to RSA 541-A.

IV. Any rule of the department of employment security adopted by its commissioner or director pursuant to RSA 541-A shall remain in full force and effect and shall be subject to paragraph III.

**408:6 Unconstitutionality.** Amend 1979, 328:18 by striking out said section and inserting in place thereof the following:

**328:18 Declaration of Unconstitutionality.**

I. Sections 2, 4, 5, 6, 12, 13, 14, 15, and 16 of laws of 1979, chapter 328, enacted under duress, shall be repealed and all rights thereunder shall end on the day and date on which the applicable provisions of P.L.94-566 which necessitates this act are enjoined, found invalid or unconstitutional in its application to the employees of this state or any of its agencies or political subdivisions by a court of competent jurisdiction. Repeal shall be effective the date of final disposition upon appeal or from the date of expiration of the right of appeal. If the effect of P.L.94-566, as applied to the employees of this state or any of its agencies or political subdivisions, is suspended or stayed by injunction or otherwise by a court of competent jurisdiction, the sections of this act enumerated in the first sentence of this paragraph shall, on the date such suspension or stay is ordered, be suspended and stayed to the extent of the stay, enjoining, or suspending of said law. If the applicable provisions of P.L.94-566 are repealed by the Congress of the United States, the sections enumerated

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above shall be repealed on the same date as this act.

II. Should the sections of law enumerated in paragraph I be repealed pursuant to

(a) RSA 282-A:9, IV(n), which shall be read as RSA 282-A:1, H(4) (r), 1979, 328:2;

(b) RSA 282-A:71, II, which shall be made to read as RSA 282-A:71, II, paragraph (c), shall be made to read as RSA 282-A:72, which reads as RSA 282:6, A-1, read immediately before;

(c) RSA 282-A:72, which reads as RSA 282:6, A-1, read immediately before;

(d) RSA 282-A:73, which reads as RSA 282:6, A-2 read immediately before;

(e) RSA 282:7, D; RSA 282:7, H(4) (s) (3); and RSA 282:1, H(4) paragraphs or subparagraphs (c) through (f) by the style then being used for legislative services and as appropriate to the president of the senate and the president of the house.

III. Notwithstanding the provisions of this act, in making the amendments through (d) of paragraph II and through (e) of paragraph II, shall be authorized the president of the house and the president of the senate to make the language and enumeration of RSA 282-A, provided by this act, to be made.

**408:7 Repeal.** Laws of 1977, 249:1 and 249:2, relative to unemployment compensation law is hereby repealed.

**408:8 Review and Termination.** Amend 1979, 169:1 by striking out the following:

4. Department Employment Security

**408:9 Correct References.** Amend 1979, 169:1 by striking out the RSA repealed by this act and inserting in place thereof the appropriate section of section 3 of chapter 169.

**408:10 Authority to Conform.**

I. The director of legislative services, the speaker of the house and the president of the senate, in the printed version of all laws of this state, shall make such changes as may be necessary for such legislation to the language changes may thereby be made. Such changes shall be made in laws of the 1981 session.

II. Subject to the approval of the senate, the director of legislative services, the speaker of the house and the president of the senate, shall make such changes as may be necessary for such legislation to the language changes may thereby be made. Such changes shall be made in laws of the 1981 session of the general act. No substantive changes may expire upon the printing of the 1

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above shall be repealed on the same date and time as the effect of the federal  
 act.

II. Should the sections of laws of 1979, chapter 328 enumerated in para-  
 graph I be repealed pursuant to paragraph I, the following shall occur:

(a) RSA 282-A:9, IV(n), which replaced RSA 282:1, H(4) (r), shall be made  
 to read as RSA 282-A:1, H(4) (r), read immediately before it was amended by  
 1979, 328:2;

(b) RSA 282-A:71, II, which replaced RSA 282:6, A (2nd unnumbered  
 paragraph), shall be made to read as RSA 282:6, A (2nd unnumbered para-  
 graph), read immediately before it was amended by 1979, 328:4;

(c) RSA 282-A:72, which replaced RSA 282:6, A-1, shall be made to read as  
 RSA 282:6, A-1, read immediately before it was amended by 1979, 328:5;

(d) RSA 282-A:73, which replaced RSA 282:6, A-2, shall be made to read  
 as RSA 282:6, A-2 read immediately before it was amended by 1979, 328:6;

(e) RSA 282:7, D; RSA 282:1, H(4) (g); RSA 282:1, H(4) (q); RSA 282:1,  
 H(4) (s) (3); and RSA 282:1, H(4) (s) (6), shall be inserted as new sections,  
 paragraphs or subparagraphs (or any other appropriate division as required  
 by the style then being used for the RSA) as determined by the director of  
 legislative services and as approved by the speaker of the house of representa-  
 tives and the president of the senate.

III. Notwithstanding the provisions of paragraph II, the director of legisla-  
 tive services, in making the amendments called for by subparagraphs (a)  
 through (d) of paragraph II and the reinsertions called for in subparagraph (e)  
 of paragraph II, shall be authorized, subject to the approval of the speaker of  
 the house and the president of the senate, to make changes in the RSA sections  
 enumerated in paragraph II that may be necessary for the purpose of con-  
 forming the language and enumeration of such sections to the language and  
 enumeration of RSA 282-A, provided that no substantive changes may there-  
 by be made.

**408:7 Repeal.** Laws of 1977, 441:14 relative to a preamble for the unem-  
 ployment compensation law is hereby repealed.

**408:8 Review and Termination Schedule.** Amend 1978, 57:1, I(b) 4. as  
 amended by 1979, 169:1 by striking out said line and inserting in place thereof  
 the following:

4. Department Employment Security (RSA 282-A:109-137)

**408:9 Correct References.** Any cross reference in the RSA to a section of  
 the RSA repealed by this act shall be considered to be a reference to the  
 appropriate section of section 3 of this act.

**408:10 Authority to Conform Laws.**

I. The director of legislative services is hereby authorized, with the approv-  
 al of the speaker of the house and the president of the senate, to make changes  
 in the printed version of all laws enacted by the 1981 session of the general  
 court that may be necessary for the purpose of conforming the language of  
 such legislation to the language of this act, providing that no substantive  
 changes may thereby be made. Such authority shall expire upon the printing  
 of the 1981 session laws.

II. Subject to the approval of the speaker of the house and the president of  
 the senate, the director of legislative services is hereby authorized to integrate  
 within this act in the appropriate place for the session laws any unemploy-  
 ment compensation laws amended, repealed or inserted by other acts passed  
 in the 1981 session of the general court, in RSA 282 which is repealed by this  
 act. No substantive changes may thereby be made; and such authority shall  
 expire upon the printing of the 1981 session laws.

**408:11 Appropriation.** In the event federal funds become available for the purpose of printing and distributing the recodification enacted in this act, such funds are hereby appropriated for such purpose.

**408:12 Effective Date.**

I. Section 10 of this act shall take effect upon its passage.

II. Section 11 of this act shall take effect July 1, 1981.

III. The remainder of this act shall take effect October 1, 1981.

[Approved June 23, 1981.]

[Effective Date I. Section 10 of this act shall take effect June 23, 1981. II. Section 11 of this act shall take effect July 1, 1981. III. The remainder of this act shall take effect October 1, 1981.]

## CHAPTER 557 (HB 721)

### AN ACT TO REVISE THE CORPORATE STATUTES.

*Be it Enacted by the Senate and House of Representatives in General Court convened:*

**557:1 New Chapter.** Amend RSA by inserting after chapter 293 the following new chapter:

## CHAPTER 293-A

### NEW HAMPSHIRE BUSINESS CORPORATION ACT

**293-A:1 Short Title.** This chapter shall be known and may be cited as the "New Hampshire Business Corporation Act."

**293-A:2 Definitions.** As used in this chapter, unless the context otherwise requires, the term:

I. "Articles of incorporation" means:

(a) original articles of incorporation and all amendments to the articles of incorporation, including articles of merger;

(b) restated articles of incorporation and all amendments, including articles of merger, filed at a later time;

(c) articles of consolidation with all amendments to the articles of consolidation, including articles of merger filed at a later time; and

(d) special acts of the general court incorporating a corporation.

II. "Assets" means, at any particular time, those properties and rights which are properly entered in the accounts and balance sheets of business enterprises in terms of a monetary value, in accordance with sound accounting principles.

III. "Authorized shares" means the shares of all classes which the corporation is authorized to issue.

IV. "Cancellation of a share" means to eliminate it from the authorized shares of the corporation.

V. "Capital surplus" means the entire surplus of a corporation other than its earned surplus. Unrealized appreciation, if entered on a corporation's books, shall be included in capital surplus. Capital surplus of a corporation means its consolidated capital surplus where the circumstances permit application of the term "consolidated."

VI. "Consolidated" in reference corporation, applies only when t corporations and means the resu by combining or otherwise reflect lar type of capital or surplus acco capital or surplus account of all o percent of voting shares of which

VII. "Corporation" or "domesti subject to the provisions of this c

VIII. "Debts" means, at any pa claims which either are known to contingent, have sufficient poss estimate of their probable amc accounts and balance sheets of value under sound accounting pr

IX. "Earned surplus" means equal to the balance of its net prof incorporation, or from the latest application of its capital surplus ing subsequent distributions to s and capital surplus to the extent s of earned surplus. When a corj merger or is a new corporation i purchased substantially all the a plus shall include that of the part recorded on its books as of the eff by sound accounting principles. consolidated earned surplus whe the term "consolidated."

X. "Employee" includes office: duties which make him also an e

XI. "Foreign corporation" mea laws other than the laws of this corporation may be organized ur

XII. "Good accounting practice and practices followed by reputa ble Accounting Research and Te Accounting Principles Board, of Accountants, and the opinions, Accounting Standards Board sp dation. Other like expressions o and practices by bodies recogn evidence of good accounting pra

XIII. "Insolvent" means that t they become due in the usual cou

XIV. "Net assets" means the a tion, excluding treasury shares, c

XV. "Redeemable shares" mea of their issue, are subject to reden at a date determined by the corp

XVI. "Retirement of a share" rized but unissued share.

XVII. "Shareholder" or "stockh shares in a corporation.

XVIII. "Shares" or "stock" m interests in a corporation are div