

CODE OF VIRGINIA



Title 12.1

State Corporation Commission

Title 12.1 - STATE CORPORATION COMMISSION

Chapter 1 - GENERAL PROVISIONS

§ 12.1-1. Definitions.

As used in this title, the term "corporation" or "company" shall mean all corporations created by acts of the General Assembly of Virginia, or under the general incorporation laws of this Commonwealth, or doing business therein, and shall exclude all municipal corporations, other political subdivisions, and public institutions owned or controlled by the Commonwealth; and the term "the Commission" shall mean the State Corporation Commission.

Code 1950, § 12-1; 1971, Ex. Sess., c. 157.

§ 12.1-2. State Corporation Commission.

There shall be a permanent commission known as the State Corporation Commission which shall have the powers and duties prescribed by law and by Article IX of the Constitution of Virginia.

1971, Ex. Sess., c. 157.

§ 12.1-3. Seal of the Commission.

The Commission shall have and use a common seal, to consist of a circular die with the coat-of-arms of Virginia and the title "State Corporation Commission" stamped upon the face of the die, and shall have power to affix such seal to any paper, record, or document when necessary for the purpose of authentication, and such seal, when so affixed to any paper, record, or document emanating from the Commission or its clerk's office, shall have the same force and effect for authentication as the seal of any court of record in this Commonwealth.

Code 1950, § 12-3; 1971, Ex. Sess., c. 157.

§ 12.1-4. Annual report of the Commission.

Each year, the Commission shall make an annual report to the Governor as of December 31 of the preceding year. Copies of this report may be sold by the Clerk of the Commission at a price sufficient to cover costs of printing and binding. The Commission may from time to time include in such annual reports recommendations for new or additional legislation pertaining to matters within its jurisdiction.

Code 1950, § 12-4; 1971, Ex. Sess., c. 157; 1985, c. 34.

§ 12.1-5. Offices; notice, writ or process; where public sessions may be held.

The offices of the Commission shall be located, and its public sessions held, in the City of Richmond, and all notices, writs and processes issued by the Commission shall be made returnable to, and command the corporation or person against whom directed to appear before the Commission and answer on a certain day to be named therein; but the Commission may, in its discretion, if public necessity or the convenience of the parties require, hold public sessions elsewhere in the Commonwealth, and may order any notice, writ, or process to be made returnable to the place of any such session; and for

the holding of any such session the Commission may occupy the courtroom of the courthouse of the city or county wherein such session may be held, if such courtroom shall not at the time be in use for the sessions of the court of any such city or county.

Code 1950, § 12-5; 1971, Ex. Sess., c. 157.

Chapter 2 - MEMBERS OF THE COMMISSION

§ 12.1-6. Election or appointment of members; terms.

The Commission shall consist of three members. Members of the Commission shall be elected by the joint vote of the two houses of the General Assembly for regular staggered terms of six years. At the regular session of the General Assembly convened in each even-numbered year, one commissioner shall be elected for a regular six-year term.

Whenever a vacancy in the Commission shall occur or exist when the General Assembly is in session, the General Assembly shall elect a successor for such unexpired term. If the General Assembly is not in session, the Governor shall forthwith appoint pro tempore a qualified person to fill the vacancy for a term ending thirty days after the commencement of the next regular session of the General Assembly, and the General Assembly shall elect a successor for such unexpired term.

The Governor shall commission each of the members of the Commission who shall file his commission in the office of the clerk of the Commission.

Code 1950, §§ 12-9, 12-12; 1971, Ex. Sess., c. 157; 2006, c. [838](#).

§ 12.1-7. Chairman.

The Commission shall annually elect one of its members chairman for a one-year term commencing on February 1 of each year.

1971, Ex. Sess., c. 157.

§ 12.1-8. Quorum of members.

A majority of the commissioners shall constitute a quorum for the exercise of judicial, legislative, and discretionary functions of the Commission, whether there be a vacancy in the Commission or not, but a quorum shall not be necessary for the exercise of its administrative functions.

1971, Ex. Sess., c. 157.

§ 12.1-9. Eligibility and qualifications of members.

No person shall be eligible to serve as a member of the Commission unless at the time of his election or appointment he is a qualified voter under the Constitution and laws of this Commonwealth. At least one member of the Commission shall have the qualifications prescribed for judges of courts of record.

Code 1950, § 12-10; 1971, Ex. Sess., c. 157.

§ 12.1-10. Prohibited conflicts of interests.

A. As used in this section, "member of the immediate family of a member, subordinate, or employee of the Commission" means (i) a spouse of a member, subordinate, or employee of the Commission or (ii)

any other person who resides in the same household as a member, subordinate, or employee of the Commission and (a) who is a dependent of a member, subordinate, or employee of the Commission or (b) of whom a member, subordinate, or employee of the Commission is a dependent.

B. The members of the Commission and its subordinates and employees shall not, directly or indirectly, own any securities of, have any pecuniary interest in, or hold any position with any entity whose rates, services, or financial ability to meet its obligations to the public are subject to supervision or regulation by the Commission; nor shall any such person having a license or certificate to practice law engage in the private practice of law except by approval of the Commission on a pro bono publico basis. If a member of the immediate family of a member, subordinate, or employee of the Commission is employed by any entity whose rates, services, or financial ability to meet its obligations to the public is subject to supervision or regulation by the Commission, the member, subordinate, or employee of the Commission shall recuse himself from and not participate in any regulatory matter at the Commission in which such entity is a party.

C. This section shall not prevent any such person from being a policyholder in any insurance company; from being a depositor in any bank, savings institution, or similar institution; or from being a holder of a security issued by a unit investment trust or management company as those terms are defined in the Investment Company Act of 1940 and in accordance with such rules as the Commission may adopt.

D. Any member of the Commission who violates this section may be censured or removed from office in the manner provided by Article VI, Section 10 of the Constitution of Virginia. Any subordinate or employee of the Commission who violates this section may be removed from office by the Commission.

Code 1950, § 12-13; 1971, Ex. Sess., c. 157; 1994, c. [181](#); 1996, c. [77](#); 2011, c. [163](#); 2013, c. [94](#).

§ 12.1-11. Oath; failure to qualify.

Any person elected or appointed to be a member of the Commission shall qualify by taking and subscribing the oath required by Article II, Section 7 of the Constitution of Virginia. If any member shall fail to so qualify within thirty days after the commencement of his term of office, such office shall become vacant.

Code 1950, §§ 12-11, 12-12; 1971, Ex. Sess., c. 157.

§ 12.1-11.1. Temporary recall of members.

A. The Commission may call upon and authorize any member who is retired under the Judicial Retirement System (§ [51.1-300](#) et seq.) to perform, for a period not to exceed ninety days at any one time, such duties for the Commission that the Commission deems in the public interest for the expeditious disposition of its business.

B. It shall be the obligation of any retired member who is recalled to temporary service under this section and who has not attained age seventy to accept the recall and perform the duties assigned. It shall be within the discretion of any member who has attained age seventy to accept such recall.

C. Any member recalled to duty under this section shall have all the powers, duties, and privileges attendant on the position he is recalled to serve.

1990, c. 832.

Chapter 3 - POWERS AND DUTIES OF THE COMMISSION

§ 12.1-12. Powers and duties generally.

A. Subject to such requirements as may be prescribed by law, the Commission shall be the department of government through which shall be issued all charters, and amendments or extensions thereof, of domestic corporations and all licenses of foreign corporations to do business in this Commonwealth. Except as may be otherwise prescribed by law, the Commission shall be charged with the duty of administering the laws made for the regulation and control of corporations doing business in this Commonwealth. Subject to such criteria and other requirements as may be prescribed by law, the Commission shall have the power and be charged with the duty of regulating the rates, charges, services, and facilities of all public service companies as defined in § [56-1](#). The Commission shall in proceedings before it insure that the interests of the consumers of the Commonwealth are represented, unless the General Assembly otherwise provides for representation of such interests. The Commission may appoint such clerical force as may be deemed necessary to the efficiency of its office, but the aggregate amount paid such clerks shall not exceed the sum provided by law; and it may expend for the contingent expenses of its office such sums as may be provided by law. The Commission shall have such other powers and duties as may be prescribed by law.

B. 1. Upon request, the Commission may require any business (i) to disclose whether it is an out-of-state business as defined in subsection A of § [44-146.28:2](#) and (ii) if the business states that it is such, to provide a statement that includes the business's name, state of domicile, principal business address, federal tax identification number, date of entry into the Commonwealth, local contact information, and contact information for any affiliate of such business that has obtained from the Commission a certificate of authority or registration to transact business in the Commonwealth.

2. Upon request, the Commission may require any business entity that has obtained from the Commission a certificate of authority or registration to transact business in the Commonwealth to provide the information required in clause (ii) of subdivision 1 for any affiliate that is an out-of-state business as defined in subsection A of § [44-146.28:2](#).

3. The Commission shall maintain a record of such disclosures, statements, and information and shall make the record available to the public.

Code 1950, §§ 12-14, 14-11, 14-25; 1964, c. 386, § 14.1-13; 1970, c. 260; 1971, Ex. Sess., c. 157; 1998, c. [872](#); 2015, c. [595](#).

§ 12.1-13. Commission to have powers of court of record; rules and regulations; fines.

In all matters within the jurisdiction of the Commission, it shall have the powers of a court of record to administer oaths, to compel the attendance of witnesses and the production of documents, to punish

for contempt, and to enforce compliance with its lawful orders or requirements by adjudging and enforcing by its own appropriate process such fines or other penalties as may be prescribed or authorized by law.

In the administration and enforcement of all laws within its jurisdiction, the Commission shall have the power to promulgate rules and regulations, to impose and collect such fines or other penalties as are provided by law, to enter appropriate orders, and to issue temporary and permanent injunctions. The Commission is empowered to suspend or revoke any Commission-issued license, certificate, registration, permit, or any other Commission-issued authority of any person who fails to satisfy any fine or penalty imposed by an order of the Commission.

Whenever no fine or other penalty is specifically imposed by statute for the failure of any such individual or business conducted by any entity other than an individual to comply with any provision of law or with any valid rule, regulation, or order of the Commission, the Commission may impose and collect from such individual or business conducted by any entity other than an individual a fine in an amount not to exceed \$5,000 in the case of an individual, and in the case of a business conducted by any entity other than an individual not to exceed \$10,000.

Code 1950, § 12-14; 1971, Ex. Sess., c. 157; 1992, c. 11; 2000, c. [986](#).

§ 12.1-14. Commission's power to impose penalties does not relieve from other penalties.

The penalties which the Commission is authorized by law to impose on any person shall not be construed to relieve such person from any other penalties which may be authorized by law.

Code 1950, § 12-19; 1971, Ex. Sess., c. 157.

§ 12.1-15. Power to compromise and settle; power to waive penalties and charge off delinquent taxes, etc.

The Commission shall have power and authority in any matter, claim, or charge within its jurisdiction, under any provision of law heretofore or hereafter enacted, to compromise or settle any matter, claim, or charge, either by or in a formal proceeding, or informally, whether any proceeding shall have been instituted or not. The Commission shall have the power and authority to dismiss any proceeding which is pending and in which a compromise or settlement is effected without making a formal record of such compromise or settlement, in its sound judicial discretion. Any compromise or settlement may include provisions for reimbursement to the Commission to defray the costs, or a portion thereof, of any audit, investigation, or examination conducted.

The power and authority of the Commission to make compromises and settlements hereby conferred shall extend to its jurisdiction to impose fines and penalties under any provision of law heretofore or hereafter enacted.

Nothing herein contained, however, shall be construed to authorize or empower the Commission to effect any compromise or settlement involving the payment of money into the treasury without some record or memorandum of such compromise or settlement in the clerk's office of the Commission.

The Commission shall have power and authority to waive the assessment of any penalty or interest upon any tax or fee assessed by the Commission, and to abate and exonerate any such penalty or interest, whether heretofore or hereafter assessed, for providential or other good cause shown to the satisfaction of the Commission, or in cases where the collection thereof cannot be economically effected because the cost of collection exceeds the amount recoverable.

The Commission shall have power and authority to charge off delinquent taxes and registration fees on its books when the claims therefor are worthless or cannot be economically collected, and shall notify the State Tax Commissioner and the Comptroller of such action in such detail and at such times as they may require. The Commission shall maintain records which indicate the reason for the charge off for a period of three years.

Code 1950, § 12-20; 1971, Ex. Sess., c. 157; 1975, c. 236; 1991, c. 128.

§ 12.1-15.1. Power to employ counsel for and indemnify employees.

The Commission shall have the power to retain counsel for and to indemnify its employees and agents who were or are parties or are threatened to be made parties to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, arbitative or investigative, by reason of the fact that they are or were employees or agents of the Commission or are or were serving at the request of the Commission as directors, officers, employees or agents of another entity, against expenses, including attorney's fees, reasonably incurred by them in connection with such action, suit or proceeding if the Commission or any court of record to whom the matter shall be submitted shall find the employees or agents acting in good faith and in a manner they reasonably believe to be in the best interest of the duties assigned to them by law or the Commission.

1976, c. 341.

§ 12.1-16. Delegation to employees and agents; Commissioner of Financial Institutions and Commissioner of Insurance.

In the exercise of the powers and in the performance of the duties imposed by law upon the Commission with respect to insurance and banking, the Commission may delegate to such employees and agents as it may deem proper such powers and require of them, or any of them, the performance of such duties as it may deem proper. The employee or agent who is placed by the Commission at the head of the bureau or division through which it administers the banking laws shall be designated "Commissioner of Financial Institutions," and the employee or agent who is placed by the Commission at the head of the bureau or division through which it administers the insurance laws shall be designated "Commissioner of Insurance," and they and all deputies, agents, and employees used in such bureau or division shall be appointed by the Commission.

Code 1950, § 12-16; 1971, Ex. Sess., c. 157; 1978, c. 14.

§ 12.1-17. Deposits of funds; means of payment; dishonored payments; receipts for payment.

A. All funds received by the Commission in the course of its duties shall be paid promptly to the State Treasurer or deposited promptly in banks designated by the State Treasurer to the credit of the State Treasurer.

B. The Commission may accept payment of any amount due by any means acceptable to the Commission, including by check, credit card, debit card, and electronic funds transfer. The Commission may add to any amount due a sum, not to exceed the amount charged to the Commission, for acceptance of any payment by a means that incurs a charge to the Commission, or it may absorb a portion or all of the cost of such charge.

C. If any check or other means of payment is dishonored, declined, refused, reversed, charged back to the Commission, returned to the Commission unpaid, or otherwise rejected for any reason by a financial institution or other third party, the amount of the check or other means of payment shall be charged to the person on whose account it was received and his liability and that of his sureties shall be as if payment had never been made. A penalty of \$35 or the amount of any cost incurred by the Commission, whichever is greater, shall be added to such amount. This penalty shall be in addition to any other penalty provided by law, except the penalty imposed by § [58.1-12](#) shall not apply. Any penalties received by the Commission under this section shall be set aside and paid into the special fund (i) created under § [13.1-775.1](#), in the case of penalties received by the clerk's office, or (ii) into which the payment that caused the penalty was to be deposited, in the case of penalties otherwise received by the Commission.

D. The Commission shall issue receipts for all currency received for payments in the course of its duties.

Code 1950, §§ 12-24, 12-25; 1971, Ex. Sess., c. 157; 1986, c. 15; 1995, c. [238](#); 2002, c. [719](#); 2013, c. [21](#); 2017, c. [486](#).

Chapter 4 - SUBORDINATE EMPLOYEES OF THE COMMISSION

§ 12.1-18. Subordinates and employees to be appointed to serve at pleasure of Commission.

The Commission shall appoint a clerk and his deputies and assistants, a bailiff, all necessary heads and assistant heads of divisions and bureaus, all necessary regular and special counsel notwithstanding the provisions of Chapter 5 (§ [2.2-500](#) et seq.) of Title 2.2, and such other subordinates and employees as may be necessary to the proper discharge of its duties, all of whom shall serve at the pleasure of the Commission.

Code 1950, § 12-39; 1971, Ex. Sess., c. 157; 1991, c. 123.

§ 12.1-19. Duties of clerk; records; copies; personal identifiable information; records related to the administrative activities of the Commission; unauthorized filings.

A. The clerk of the Commission shall:

1. Keep a record of all the proceedings, orders, findings, and judgments of the public sessions of the Commission, and the minutes of the proceedings of each day's public session shall be read and approved by the Commission and signed by its chairman, or acting chairman;
 2. Subject to the supervision and control of the Commission, have custody of and preserve all of the records, documents, papers, and files of the Commission, or which may be filed before it in any complaint, proceeding, contest, or controversy, and such records, documents, papers, and files shall be open to public examination in the office of the clerk to the same extent as the records and files of the courts of this Commonwealth;
 3. When requested, make and certify copies from any record, document, paper, or file in the clerk's office, and if required, affix the seal of the Commission (or a facsimile thereof) thereto, and otherwise furnish and certify information from the Commission records by any means the Commission may deem suitable; and, except when made at the instance of the Commission or on behalf of the Commonwealth, a political subdivision of the Commonwealth, or the government of the United States, the clerk shall charge and collect the fees fixed by §§ [12.1-21.1](#) and [12.1-21.2](#); and any such copy or information, so certified, shall have the same faith, credit, and legal effect as copies made and certified by the clerks of the courts of this Commonwealth from the records and files thereof;
 4. Certify all allowances made by the Commission to be paid out of the public treasury for witness fees, service of process, or other expenses;
 5. Issue all notices, writs, processes, or orders awarded by the Commission, or authorized by law, or by the rules of the Commission;
 6. Receive all fines and penalties imposed by the Commission, all moneys collected on judgments, all registration fees required by law to be paid by corporations, limited liability companies, and other types of business entities, including delinquencies thereof, and all other fees collected by the Commission, and shall keep an accurate account of the same and the disposition of such receipts and shall, at least once in every 30 days during the clerk's term of office, render a statement of all such receipts and collections to the Comptroller, and pay the same into the treasury of the Commonwealth, and shall keep all such other accounts of such collections and disbursements, and shall make all such other reports thereof as may be required by law or by the regulations prescribed by the Comptroller; and
 7. Generally have the powers, discharge the functions, and perform the duties of a clerk of a court of record in all matters within the jurisdiction of the Commission. The Commission may designate one or more deputies or assistants of the clerk who may discharge any of the clerk's official duties during the clerk's continuance in office.
- B. A person who prepares or submits to the office of the clerk of the Commission a document or any information for filing with the Commission pursuant to Title 8.9A, Title 13.1, or Title 50 is responsible for ensuring that the document or information does not contain any personal identifiable information, unless such information is otherwise publicly available or is required or authorized by law to be

included in the document or information provided. For purposes of this subsection, "personal identifiable information" means (i) a social security number or any other numbers appearing on driver's licenses or other documents issued under Chapter 3 (§ [46.2-300](#) et seq.) of Title 46.2 or the comparable law of another jurisdiction; (ii) information on credit cards, debit cards, bank accounts, or other electronic billing and payment systems; (iii) a date of birth identified with a particular individual; (iv) the maiden name of an individual's parent; or (v) any financial account number. Any person who prepares or submits to the office of the clerk a document for filing that contains personal identifiable information shall be deemed to have authorized the clerk or any member of the clerk's staff to remove, delete, or obliterate, without prior notice, such information prior or subsequent to recording or filing the document in the office of the clerk. Nothing in this subsection shall be deemed to require the clerk to alter any document submitted for filing. The clerk may refuse to accept for filing any document that includes personal identifiable information and return it for modification or explanation. The Commission, its members, the clerk of the Commission, and any member of the clerk's staff are immune from liability in any proceeding arising from any acts or omissions in the implementation of this subsection. This subsection shall not be construed to limit, withdraw, or overturn any defense or immunity that exists under statutory or common law.

- C. 1. The Commission shall make available for public inspection records related to the administrative activities of the Commission.
2. Disclosure of such records shall not be required, however, if (i) such records are otherwise covered by applicable legal privileges, (ii) disclosure of such records could threaten the safety or security of the Commission's employees, physical plant, or information technology assets or data, or (iii) such records are not publicly available from other public entities under the laws of the Commonwealth, including §§ [2.2-3705.1](#) and [2.2-4342](#).
3. Records held by the clerk of the Commission related to business entities shall be made public or held confidential in accordance with laws and regulations applicable specifically to such records.
4. The Commission shall respond within five business days of receiving requests for administrative records. If it is impracticable to provide the records requested within such time period, the Commission shall notify the requester that an additional seven business days will be required, unless due to the scope of the records requested or length of search necessary to locate them the Commission requires additional time, which shall not be unreasonable in length. When any such requested records are not provided, the Commission shall notify the requester of the basis of the denial.
5. As used in this subsection, "administrative activities" means matters related to the Commission's operational responsibilities and operational functions, including its revenues, expenditures, financial management and budgetary practices, personnel policies and practices, and procurement policies and practices. "Administrative activities" shall not include the Commission's formal or informal regulatory or legal proceedings or activities, records related to which shall be governed, inter alia, by

laws and regulations applicable specifically to such regulatory and legal proceedings or activities, or in accordance with applicable legal privileges.

D. Notwithstanding any other provision of law, the clerk may review the circumstances surrounding the execution or delivery of any document associated with any business entity of record in the office of the clerk that was submitted for filing under a business entity statute administered by the Commission pursuant to Title 13.1 or Title 50. If the clerk determines that the person who executed or delivered the document was without authority to act on behalf of the business entity, the clerk is authorized (i) to refuse to accept the document for filing or (ii) if the document has been filed, to summarily remove the document and any documents and data related to the filing from the records in the office of the clerk, correct such records, and provide notice to any business entity affected by the filing. The Commission, its members, the clerk of the Commission, and any member of the clerk's staff are immune from liability in any proceeding arising from any acts or omissions in the implementation of this subsection. This subsection shall not be construed to limit, withdraw, or overturn any defense or immunity that exists under statutory or common law.

Code 1950, § 12-41; 1964, c. 551; 1971, Ex. Sess., c. 157; 1985, cc. 528, 607; 1991, c. 123; 2001, c. [545](#); 2002, c. [1](#); 2010, c. [513](#); 2014, cc. [174](#), [197](#), [347](#); 2020, cc. [1227](#), [1246](#).

§ 12.1-19.1. Service of process on the clerk of the State Corporation Commission as statutory agent.

A. Whenever by statute the clerk of the Commission is appointed or deemed to have been appointed the agent of any individual, corporation, limited partnership or other entity for the purpose of service of any process, notice, order or demand, except one issued by the Commission, service on the clerk shall be made by leaving two copies of the process for each defendant, together with the fee or fees specified in subsection G of this section, in the office of the clerk of the Commission. The party seeking service shall recite the statute or other authority pursuant to which process is being served and shall include the mailing address of the defendant in accordance with subsection D or subsection F of this section.

B. The clerk or any of his staff shall forthwith mail the process to the defendant at the address supplied by the party seeking service and shall keep a record thereof. The clerk shall file a certificate of compliance with the requirements of this section with the other papers in the proceeding giving rise to the service.

C. Any process, notice, order or demand issued by the Commission shall be served by being mailed by the clerk of the Commission or any of his staff to (i) the registered agent at his office address on record with the Commission or, if no such agent or address is on record with the Commission, then (ii) the defendant at the address specified in subsection D or provided pursuant to subsection F of this section. The clerk shall keep a record of any such service.

D. The address for the mailing of process pursuant to this section shall be the address on record with the Commission, as follows:

1. The principal office address of a domestic corporation, or, if no such address is on record with the Commission, the address of any officer or director of the corporation.
 2. The principal office address of a foreign corporation authorized to transact business in Virginia, or, if no such address is on record with the Commission, the address of any officer or director of the corporation, or, in case of withdrawal from the Commonwealth, the address shown in the application for withdrawal or any change thereto.
 3. The principal office address of a limited partnership on record with the Commission pursuant to the Virginia Revised Uniform Limited Partnership Act (§ [50-73.1](#) et seq.), or, if no such address is on record with the Commission, the address of any general partner or the address listed in a foreign limited partnership's certificate of cancellation or any change thereto.
 4. If the defendant is an individual or entity other than one specified in subdivision 1, 2, or 3 of this subsection, the address set forth in any document on record with the Commission which is required or permitted to be filed by or on behalf of the defendant.
- E. Except as provided in subsection F of this section, the names and addresses as last filed with the Commission pursuant to law shall be conclusive for the purpose of service of process.
- F. Whenever the party or bureau or division of the Commission seeking service has knowledge of a defendant's current address which differs from that on record with the Commission he may, and, in the event the Commission does not have a record of the defendant's address he shall, provide the latest known mailing address of the defendant.
- G. The clerk of the Commission shall charge and collect at the time of any service of process on him as statutory agent, thirty dollars for each defendant named in the process, which amount may be recovered as taxable costs by the party to the proceeding giving rise to such service if such party prevails in the proceeding.

1991, c. 672; 2010, c. [675](#).

§ 12.1-20. Facts to be certified by clerk upon request; signing and sealing; fees.

The clerk of the Commission shall, when requested, certify any one or more of the following facts:

1. That a named domestic corporation is organized and existing under and by virtue of the laws of the Commonwealth and whether it is in good standing.
2. That a named foreign corporation of a named state or other jurisdiction is authorized to transact business in the Commonwealth and whether it is in good standing in the Commonwealth.
3. That a particular security has or has not been registered for sale in the Commonwealth pursuant to the provisions of the Securities Act (§ [13.1-501](#) et seq.).
4. That a statement or other document required or permitted by law to be filed in the office of the clerk of the Commission has not been filed in that office.

5. The existence or nonexistence of any other fact appearing from the official records of the Commission, unless the disclosure of such fact is forbidden by law, regulation, or legal privilege.

The certificate shall be signed by the clerk or by a member of the clerk's staff and shall be sealed with the seal of the Commission, or a facsimile thereof. Any signature may be a facsimile. When so sealed, the certificate shall be admitted in evidence in all cases, civil and criminal, as prima facie evidence of the facts contained in it.

For each certificate, the clerk shall charge and collect fees pursuant to § [12.1-21.1](#) or subsection C of § [12.1-21.2](#).

Code 1950, § 12-41.1; 1962, c. 219; 1971, Ex. Sess., c. 157; 1982, c. 564; 1985, c. 522; 1991, c. 123; 2001, c. [545](#); 2002, c. [1](#); 2010, c. [669](#); 2015, c. [446](#).

§ 12.1-21. Repealed.

Repealed by Acts 2000, c. [1007](#), effective July 1, 2001.

§ 12.1-21.1. Fees to be charged by clerk for certain information and certificates.

A. When a request made under subdivision A 3 of § [12.1-19](#) or under § [12.1-20](#) relates to the Uniform Commercial Code, or when a request for information is made under Title 8.9A, the clerk of the Commission shall charge and collect, except as otherwise provided in subsection C of § [12.1-21.2](#), the fees as are fixed by Commission order or rule.

B. Any response or certificate shall be signed by the clerk or a member of his staff. Any signature may be a facsimile.

C. Any certificate to which the seal of the Commission, or a facsimile thereof, is affixed shall be admitted in evidence in all cases, civil and criminal, as prima facie evidence of the facts contained in it.

D. No action shall be brought against the Commission or any member of its staff claiming damages for alleged errors or omissions in any response or certificate.

E. Notwithstanding the provisions of § [8.9A-525](#), if the Commission determines that a person was falsely identified as a debtor in a financing statement filed in the office of its clerk, it may waive payment of the fees for that person to file a termination statement pursuant to subdivision (d)(2) of § [8.9A-509](#) and an information statement pursuant to § [8.9A-518](#).

2000, c. [1007](#); 2001, c. [545](#); 2002, c. [1](#); 2005, c. [308](#); 2007, c. [239](#); 2010, c. [669](#); 2013, c. [757](#); 2017, c. [486](#).

§ 12.1-21.2. Miscellaneous charges.

A. For making up, certifying and transmitting a record on appeal the clerk shall charge and collect \$50.

B. Except as otherwise provided by law, the Commission may charge and collect the fees as are fixed by order or rule for furnishing and certifying a copy of any document or any information from its records and may charge and collect reasonable fees for providing records from an electronic data processing

system, computer database, or any other structured collection of data. Such fees, when collected, shall be set aside and paid into the special fund created under § [13.1-775.1](#).

C. In addition to other fees prescribed by law, the Commission may charge and collect fees for (i) requested expedited or special handling of business entity or Uniform Commercial Code filings processed in its Clerk's Office, (ii) requested expedited provision of copies of records in its Clerk's Office, or (iii) requested expedited provision of services, or the issuance of certificates, pursuant to subdivision A 3 of § [12.1-19](#), or under § [12.1-20](#) or § [12.1-21.1](#). Such fees, when collected, shall be set aside and paid into the special fund created under § [13.1-775.1](#).

2001, c. [545](#); 2002, c. [1](#); 2006, c. [192](#); 2010, c. [669](#); 2017, c. [486](#).

§ 12.1-22. Repealed.

Repealed by Acts 1991, c. 123.

§ 12.1-23. Duties and powers of bailiff and deputy bailiff.

The bailiff and deputy bailiffs of the Commission shall, in all matters within the jurisdiction of the Commission, have the powers, discharge the functions, and perform the duties of a sheriff or sergeant under the law, shall preserve order during the public sessions of the Commission, and may make arrests and serve and make return on any writ or process awarded by the Commission, and execute any writ, order, or process of execution awarded upon the findings or judgments of the Commission in any matter within its jurisdiction.

Code 1950, § 12-43; 1971, Ex. Sess., c. 157; 1981, c. 100.

§ 12.1-24. Bonds of members of staff.

The Commission may obtain one or more blanket bonds covering members of its staff conditioned for the faithful and lawful performance of their official duties. The surety shall be a surety company authorized to transact business in Virginia. A member of the staff of the Commission who is covered by a blanket bond to the extent of \$20,000 shall not be required to furnish a separate bond.

Code 1950, § 12-45; 1968, c. 51; 1971, Ex. Sess., c. 157.

Chapter 5 - PROCEDURE BEFORE THE COMMISSION AND APPEALS

§ 12.1-25. Rules of practice and procedure.

The Commission shall prescribe its own rules of practice and procedure not inconsistent with those made by the General Assembly. Such rules shall be printed and entered upon the records of the Commission. Copies of such rules shall be furnished to county and city clerks and to any citizen of this Commonwealth who makes application therefor.

Code 1950, § 12-49; 1971, Ex. Sess., c. 157.

§ 12.1-26. Public sessions.

The sessions of the Commission for the hearing of any complaint, proceeding, contest, or controversy instituted or pending before it, whether of its own motion or otherwise, shall be public, and its findings, decisions, and judgments shall be made public forthwith.

Code 1950, § 12-51; 1971, Ex. Sess., c. 157.

§ 12.1-27. Commonwealth to be complainant, etc.; parties entitled to process.

In all complaints, proceedings, contests, or controversies by or before the Commission instituted by the Commonwealth or by the Commission of its own motion, the Commonwealth shall be complainant, and the party against whom the complaint is preferred, or the proceeding instituted, shall be the defendant. Any party complainant or defendant in any complaint, proceeding, contest, or controversy shall be entitled to process, to convene parties, compel the attendance of witnesses, or the production of books, papers, and documents in any proceeding or hearing before the Commission.

Code 1950, § 12-52; 1971, Ex. Sess., c. 157.

§ 12.1-28. Notice and hearing.

Before promulgating any general order, rule, or regulation, the Commission shall give reasonable notice of its contents and shall afford interested persons having objections thereto an opportunity to present evidence and be heard. Every such order and notice of every such rule or regulation finally adopted by the Commission shall be published in the next annual report of the Commission, and a copy of the order, rule or regulation shall be delivered by the Commission to every person affected by it who requests a copy and copies shall be available to the public by application therefor to the Commission. This section shall control in the event it is deemed inconsistent with other provisions of law.

Before the Commission shall enter any finding, order, or judgment against any person, it shall afford such person reasonable notice of the time and place at which he shall be afforded an opportunity to introduce evidence and be heard.

Code 1950, § 12-54; 1971, Ex. Sess., c. 157; 1994, c. [15](#).

§ 12.1-29. Writs and process.

All writs, processes, and orders of the Commission shall run in the name of the Commonwealth, and shall be attested by its clerk, and shall be directed to its bailiff, and may be served, executed, and returned by the said bailiff, in any city or county of this Commonwealth, or by the sheriff, or any constable, of any city or county in this Commonwealth within his bailiwick. All writs, notices, processes, or orders of the Commission may be served, executed, and returned in like manner and upon like persons or property as the processes, writs, notices, or orders of the courts of record of this Commonwealth, and when so served, executed, and returned shall have the like legal effect.

Code 1950, § 12-56; 1971, Ex. Sess., c. 157.

§ 12.1-30. Rules of evidence to be as in courts of record.

The Commission, on hearing of all complaints, proceedings, contests or controversies, in which it shall be called upon to decide or render judgment in its capacity as a court of record, shall observe

and administer the common and statute law rules of evidence as observed and administered by the courts of the Commonwealth.

Code 1950, § 12-57; 1971, Ex. Sess., c. 157.

§ 12.1-30.1. Meetings and communications between commissioners and parties or staff.

The Commission shall after public hearing, promulgate rules of practice and procedure pursuant to § [12.1-25](#) controlling meetings and communications between commissioners and any party, or between commissioners and staff concerning any fact or issue arising out of a proceeding involving the regulation of rates, charges, services or facilities of railroad, telephone, gas, electric, water, or sewer companies. The rules shall provide, among other provisions, that no commissioner shall consult with any party or any person acting on behalf of any party with respect to such proceeding without giving adequate notice and opportunity for all parties to participate.

1979, c. 343; 2016, cc. [191](#), [283](#).

§ 12.1-31. Hearing examiners; powers and duties; reports to be furnished to parties; responses by parties.

The Commission may appoint by written order hearing examiners, whose duties shall be defined in such order and who shall have all the inquisitorial powers and the right to require the appearance of witnesses and parties now possessed by the Commission. Hearing examiners may make either special investigations and reports for the information of the Commission, or, if so directed in such order, may conduct the hearing of any cause within the jurisdiction of the Commission, taking evidence upon such notice as is required. All hearing examiners shall report their findings to the Commission, and file therewith the testimony and exhibits received by them. The recommendations of such examiners shall be advisory only, and shall not preclude the Commission from taking further evidence.

A copy of the examiner's report shall be furnished to all parties to the proceeding in which the report is filed. The parties shall be allowed a reasonable time in which to respond and such responses shall become part of the record to be considered by the Commission in making a decision.

Code 1950, § 12-46; 1971, Ex. Sess., c. 157; 1978, c. 394; 1980, c. 247.

§ 12.1-32. Costs, fees, and expenses.

The authority of the Commission with respect to costs, fees, and expenses shall be the same as that of courts of record of this Commonwealth.

Code 1950, §§ 12-59, 12-60; 1971, Ex. Sess., c. 157.

§ 12.1-33. Fine for disobedience of Commission orders.

Any individual or business conducted by any entity other than an individual failing or refusing to obey any order or any temporary or permanent injunction of the Commission may be fined by the Commission such sum, not exceeding \$5,000 in the case of an individual or \$10,000 in the case of a business conducted by any entity other than an individual, as the Commission may deem proper; and each day's continuance of such failure or refusal shall be a separate offense. Should the operation of

such order be suspended pending an appeal therefrom, the period of such suspension shall not be computed against the person, individual, or business in the matter of the liability to fines or penalties.

Code 1950, § 12-18; 1971, Ex. Sess., c. 157; 2000, c. [986](#).

§ 12.1-34. Punishment for contempt.

The Commission shall have the power to punish for contempt by fine not exceeding \$1,000 or by confinement not exceeding six months, or by both, any person duly summoned to appear and testify before the Commission who fails or refuses to appear and testify, without lawful excuse, or who refuses to answer any proper question propounded to him by the Commission in the discharge of its duty or who conducts himself in a rude, disrespectful, or disorderly manner before the Commission or any of the commissioners deliberating in the discharge of duty in public session. Any person punished for contempt by confinement may be committed by the Commission to the jail of any city or county of this Commonwealth. The jailer thereof shall receive the person upon the commitment of the Commission attested by its clerk, and shall confine the person for the term of imprisonment specified in the commitment. The jailer shall receive for the board of any person so committed the same allowance made by law for other persons confined in the jail.

Code 1950, § 12-21; 1971, Ex. Sess., c. 157; 1991, c. 710.

§ 12.1-35. Judgments to be in favor of Commonwealth.

All judgments of the Commission shall be entered in favor of the Commonwealth and when collected shall be paid by the clerk of the Commission into the treasury of Virginia.

Code 1950, § 12-17; 1971, Ex. Sess., c. 157.

§ 12.1-36. Time judgment takes effect; interest.

The judgments of the Commission for fines or penalties, or for the recovery of money, shall take effect as of the date thereof, and when allowed by the Commission, the judgment shall bear interest from that date.

Code 1950, § 12-61; 1971, Ex. Sess., c. 157.

§ 12.1-37. Lien of judgment; docketing.

The judgments of the Commission for the recovery of money, fines, or penalties shall be a lien on the real estate of the judgment debtor when duly docketed and indexed in the judgment lien docket, as the judgments of courts of record are required by law to be docketed and indexed, in the county or city in which the real estate of the judgment debtor is located, and the lien of any such judgment may be enforced in equity before any court having jurisdiction. The clerks of the courts of the several cities and counties shall docket all such judgments on the lien docket of their respective courts when a copy thereof, certified by the clerk of the Commission, shall be presented for that purpose.

Code 1950, § 12-62; 1971, Ex. Sess., c. 157.

§ 12.1-38. Concurrent jurisdiction of Commission and courts.

Nothing in this title or in Title 56 shall be construed to take away or impair the jurisdiction of any court of this Commonwealth to hear and determine any proceeding, suit or motion of which it has jurisdiction, for the enforcement of any fine or penalty against any corporation under the laws of this Commonwealth, but the powers and jurisdiction of the Commission to hear, determine and enforce such fines and penalties shall be construed to be concurrent.

Code 1950, § 12-2; 1971, Ex. Sess., c. 157.

§ 12.1-39. Appeals generally.

The Commonwealth, any party in interest, or any party aggrieved by any final finding, decision settling the substantive law, order, or judgment of the Commission shall have, of right, an appeal to the Supreme Court irrespective of the amount involved; provided, however, that the petition for such appeal shall be filed with the Clerk of the Supreme Court within 120 days from the final judgment or finding of the State Corporation Commission; and provided further that an appeal bond is filed pursuant to § [8.01-676.1](#).

No other court of the Commonwealth shall have jurisdiction to review, reverse, correct, or annul any action of the Commission or to enjoin or restrain it in the performance of its official duties; provided, however, that the writs of mandamus and prohibition shall lie from the Supreme Court to the Commission.

The Commission shall, whenever an appeal is taken therefrom, file in the record of the case a statement of the reasons upon which the action appealed from was based.

Code 1950, § 12-63; 1971, Ex. Sess., c. 157; 1977, c. 624; 2017, c. [651](#).

§ 12.1-40. Method of taking and prosecuting appeals.

All appeals from the State Corporation Commission shall be taken and perfected, and the clerk of the Commission shall make up and transmit the record on appeal, within 120 days from the date of the finding, order, or judgment appealed from. The method of taking and prosecuting any appeal from the Commission shall be as provided by the rules of the Supreme Court.

Code 1950, § 12-63; 1971, Ex. Sess., c. 157; 2017, c. [651](#).

§ 12.1-41. Petitions for writs of supersedeas.

Upon petition of the Commonwealth, any party in interest, or any party aggrieved, the Supreme Court may award a writ of supersedeas to any final finding, order, or judgment of the Commission. Any such petition shall be presented within 120 days from the date of such final finding, order, or judgment.

Code 1950, § 12-63; 1971, Ex. Sess., c. 157; 2017, c. [651](#).

§ 12.1-42. Repealed.

Repealed by Acts 1977, c. 624.

§ 12.1-43. Tax assessments, registration fee assessments, report forms, and correspondence mailed by Commission deemed delivered.

Tax assessments, registration fee assessments, report forms, and correspondence directed to a corporation, limited liability company, limited partnership, registered limited liability partnership or business trust and mailed by the Commission by first-class mail addressed to the registered agent of the corporation, limited liability company, limited partnership, registered limited liability partnership or business trust at its registered office shall be deemed to have been delivered to the entity.

If the corporation, limited liability company, limited partnership, registered limited liability partnership or business trust has no registered agent, such mailing shall be deemed to have been delivered to the entity when mailed by the Commission by first-class mail addressed to the entity at its principal office address or when mailed or delivered in person to any director, the president, vice-president, secretary or any equivalent officer of the corporation, any member or manager of the limited liability company, any general partner of the limited partnership or registered limited liability partnership, or any trustee of the business trust. The names and addresses of such persons and the principal office addresses on record with the Commission shall be conclusive for the purposes of this section.

1971, Ex. Sess., c. 157; 1985, c. 522; 2000, c. [58](#); 2003, c. [373](#); 2007, c. [631](#); 2010, c. [675](#).