

Corporation sole

A **corporation sole** is a legal entity consisting of a single ("sole") incorporated office, occupied by a single ("sole") natural person. A corporation sole is one of two types of corporation, the other being a *corporation aggregate*.^{[1][2]} This allows corporations (often religious corporations or Commonwealth governments) to pass without interval in time from one office holder to the next successor-in-office, giving the positions legal continuity with subsequent office holders having identical powers and possessions to their predecessors.

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Ecclesiastical origins

Most corporations sole are church-related (for example, the Archbishop of Canterbury^[3]), but some political offices of the United Kingdom, Canada, and the United States are also corporations sole. In the United Kingdom, for example, many of the Secretaries of State are corporations sole.^[4] In contrast to a corporation sole, a *corporation aggregate* consists of two or more persons, typically run by a board of directors. Another difference is that corporations aggregate may have owners or stockholders, neither of which is a feature of a corporation sole.

The concept of corporation sole originated as a means for orderly transfer of ecclesiastical property, serving to keep the title within the denomination or religious society. In order to keep the religious property from being treated as the estate of the vicar of the church, the property was titled to the office of the corporation sole. In the case of the Roman Catholic Church, ecclesiastical property is usually titled to the diocesan bishop, who serves in the office of the corporation sole.

The Roman Catholic Church continues to use corporations sole in holding titles of property: as recently as 2002, it split a diocese in the US state of California into many smaller corporations sole and with each parish priest becoming his own corporation sole, thus limiting the diocese's liability for any sexual abuse or other wrongful activity in which the priest might engage. This is, however, not the case worldwide, and legal application varies from country to country. In the jurisdictions of England and Wales, Scotland, Northern Ireland, and the Republic of Ireland, a Roman Catholic bishop is not a corporation sole and real property is held by way of land trusts. This position is largely due to the suppression of Roman Catholicism which began in England with Henry VIII and the successful English Reformation, and began later in Ireland with the Penal Laws.

The Church of Jesus Christ of Latter-day Saints also uses the corporation sole form for its president, which is legally listed as "The Corporation of the President of the Church of Jesus Christ of Latter-day Saints".

Iglesia ni Cristo was registered as corporation sole with the Insular Government in the Philippines in 1914. In the People's Republic of China, the denomination was also registered as corporation sole in 2014.

The form of a corporation sole form can serve the needs of a very small church or religious society as well as a large diocese. By reducing the complexity of the organization to a single office and its holder, the need for by-laws is eliminated and the pastor of the church or overseer of the society is then not obliged to deal with a board of directors.

The Crown

Within most constitutional monarchies, notably the Commonwealth realms, the Crown is a non-statutory corporation sole.^{[5][6][7][8]} Although the office and office-holder, conceptually speaking, retain dual capacities in that they may act both in a corporate capacity (as monarch) and in an individual capacity (as a private person), they are inseparably fused in law, which is to say that there is no legal distinction between the office of the crown/sovereign and the individual person who holds it.^[9] The Crown can enter into contracts and possess property, and it is in this way that the Crown (state) legally acts as a person.^[10] Conceptually speaking, the person of the monarch (office holder) may hold properties privately, distinct from property he or she possesses corporately, and may act as monarch separate from their personal acts. For example, Elizabeth II as a natural person holds several separate offices, such as Queen of the United Kingdom, Queen of Canada, Queen of Australia, Supreme Governor of the Church of England, etc. which are all distinct corporations sole, and at the same time she may also act as a natural person in a private capacity separate and apart from her role filling these various offices (corporations). This functions in the same way as the office of Prime Minister for example, which may have use of certain properties and privileges, such as an official residence and decision-making powers, however these assets do not belong to the office-holder in a private capacity and thus remain with the office once the office holder leaves, and at the same time the office holder may own property such as a house or a car in a private non-office related capacity.

The sovereign's status as a corporation sole ensures that all references to the Queen, the King, Her Majesty, His Majesty, and the Crown are all synonymous and refer to exactly the same legal personality over time.^{[11][12]} While natural persons who serve as sovereign may pass on, the sovereign never dies in law, thus it is the corporate nature of the office of sovereign that ensures that the authority of the state continues uninterrupted as successive persons occupy the office.^[13] Subsequently, the sovereign is made a corporation sole to prevent the possibility of disruption or interregnum preserving the stability of the Crown (state), and so at the moment of the demise of the sovereign a successor is immediately and automatically in place.^{[6][14]}

Having the Crown as a corporation sole means that the legal person of the sovereign is the personification of the state, and subsequently acts as the guarantor of the rule of law and the fount of all executive authority behind the state's institutions.^[15] As certain countries such as Australia and Canada have federal systems of government, the sovereign in these cases also possesses capacities as distinct corporation sole in right of each of the Australian states and Canadian provinces, for example as Her Majesty the Queen of Australia in Right of Queensland and Her Majesty the Queen of Canada in Right of Alberta.

Secular application in the United States

Every state of the United States recognizes corporations sole under common law, and fifteen states have specific statutes that stipulate the conditions under which that state recognizes the corporations sole that are filed with that state for acquiring, holding, and disposing of title for church and religious society property. Almost any religious society or church can qualify for filing as a corporation sole in these states. There can be no legal limitation to specific

denominations, therefore a Buddhist temple or Jewish Community Center would qualify as quickly as a Christian church. Some states also recognize corporations sole for various other non-profit purposes including performing arts groups, scientific research groups, educational institutions, and cemetery societies.

Examples of corporations sole in the United Kingdom

- Archbishop of Canterbury^[3]
- Archbishop of York^[3]
- Auditor General for Wales^[16]
- Bishops of the Church of England^{[1][2]}
- Chief Executive of Skills Funding^[17]
- Chief Inspector of Criminal Justice (Northern Ireland)
- Children's Commissioner for England^[18]
- Children's Commissioner for Wales^[19]
- Commissioner for Older People for Northern Ireland^[20]
- Commissioner of Police of the Metropolis
- Comptroller and Auditor General
- Corporate Officer of the House of Commons^[21]
- Corporate Officer of the House of Lords^[22]
- Crown, the (sometimes regarded as a corporation aggregate^[23])
- Dai al-Mutlaq, the^[24]
- Deans of the Church of England^[2]
- Duke of Cornwall
- Duke of Lancaster
- Information Commissioner
- (London) Mayor's Office for Policing and Crime
- Judicial Appointments and Conduct Ombudsman^[23]
- Lord Mayor of the City of London^[2]
- Official Custodian for Charities^[25]
- Immigration Services Commissioner
- Police Ombudsman for Northern Ireland^[26]
- Public Services Ombudsman for Wales
- Public Trustee^[27]
- Pubs Code Adjudicator^[28]
- Receiver for the Metropolitan Police District^[29] (abolished)
- Rectors in the Church of England
- Registrar General
- Solicitor for the affairs of the Duchy of Lancaster, the^[30]
- Traffic Director for London
- Treasury Solicitor^[31]
- Vicars in the Church of England^{[32][33]}

Examples of corporations sole elsewhere

- Catholic Diocese of Hong Kong^[34]
- Corporation of the President of The Church of Jesus Christ of Latter-day Saints
- Corporation of the Presiding Bishop of the Church of Jesus Christ of Latter-day Saints

- Director of National Parks, Australian government^[35]
- Governor General of Canada^[36]
- Minister of the Government, Republic of Ireland
- New Zealand's Office of the Privacy Commissioner^[37]
- Public Trustee
- New Zealand Public Trustee
- Office of The Sovereign of Canada

See also

- Legal person

References

1. Practice Guide 08 (<http://www.landregistry.gov.uk/professional/guides/practice-guide-8>), Land Registry
2. Technical Manual (<http://www.insolvencydirect.bis.gov.uk/freedomofinformation/technical/TechnicalManual/Ch73-84/Chapter%2075/Part%201/Part%201.htm>), Insolvencydirect.bis.gov.uk
3. Terms and Conditions (<http://www.churchofengland.org/website-terms-and-conditions.aspx>) of churchofengland.org
4. "Draft Cabinet Manual (para 102)" (<https://web.archive.org/web/20120426232549/http://www.cabinetoffice.gov.uk/sites/default/files/resources/cabinet-draft-manual.pdf>) (PDF). Cabinet Office. December 2010. Archived from the original (<http://www.cabinetoffice.gov.uk/sites/default/files/resources/cabinet-draft-manual.pdf>) (PDF) on 26 April 2012. Retrieved 7 January 2010.
5. Philippe Lagassé and James Bowden (2014). "Royal Succession and the Canadian Crown as a Corporation Sole: A Critique of Canada's Succession to the Throne Act, 2013" (https://ejournals.library.ualberta.ca/index.php/constitutional_forum/article/view/21751/16323). *Constitutional Forum*. **23** (1).
6. Blackstone, p. 469
7. Colin Turpin and Adam Tomkins (2007). *British Government and the Constitution: Text and Materials* (<https://books.google.ca/books?id=QYuF6jmoem8C&pg=PA348&lpg=PA348&dq=crown+as+corporation+sole&source=bl&ots=OcDhlc7SZ1&sig=Dc762mIKwbEKVhfdApAaucswfrA&hl=en&sa=X&ved=0ahUKEwjK-oqQi4fKAhWGMx4KHeX4C-o4ChDoAQg3MAc#v=onepage&q=crown%20as%20corporation%20sole&f=false>). Cambridge University Press. p. 348.
8. Lagassé, Philippe (3 February 2013). "The Queen of Canada is dead; long live the British Queen" (<http://www.macleans.ca/politics/the-queen-of-canada-is-dead-long-live-the-british-queen/>). Macleans Magazine. Retrieved 31 December 2015.
9. Lagasse, p. 18
10. Sir William Blackstone (1809). *Commentaries on the Laws of England: In Four Books, Volume 1* (<https://books.google.ca/books?id=jblCAAAAYAAJ&printsec=frontcover&dq=Commentaries+on+the+Laws+of+England:+In+Four+Books,+Volume+1&hl=en&sa=X&ved=0ahUKEwjppq6Q7YbKAhWCNz4KHTc7DJYQ6AEIJTAA#v=onepage&q=after%20a%20corporation%20is%20formed%20and%20named&f=false>). London: A. Strahan. pp. 474–475.
11. Lordon, Paul (1991). *Crown Law* (<https://books.google.ca/books?id=pSc5AQAAMAAJ&focus=searchwithinvolume&q=legal+person>). London: Butterworths. pp. 4–5. ISBN 978-0409893861.
12. Elizabeth II (2015), *Interpretation Act, 1985* (<https://web.archive.org/web/20090705082900/http://www.canlii.org/en/ca/laws/stat/rsc-1985-c-i-21/latest/rsc-1985-c-i-21.html>), 35, Ottawa: Queen's Printer for Canada (published 26 February 2015), archived from the original (<http://www.canlii.org/en/ca/laws/stat/rsc-1985-c-i-21/latest/rsc-1985-c-i-21.html>) on 5 July 2009, retrieved 7 August 2009
13. Lagasse, pp. 18–19
14. Elizabeth II (2015), *Interpretation Act, 1985* (<https://web.archive.org/web/20090705082900/http://www.canlii.org/en/ca/laws/stat/rsc-1985-c-i-21/latest/rsc-1985-c-i-21.html>), 46, Ottawa: Queen's Printer for Canada (published 26 February 2015), archived from the original (<http://www.canlii.org/en/ca/laws/stat/rsc-1985-c-i-21/latest/rsc-1985-c-i-21.html>) on 5 July 2009, retrieved 7 August 2009

i-21.html) on 5 July 2009, retrieved 7 August 2009

15. Morgan, J. (2013). "McAteer et al v Attorney General of Canada, 2013 ONSC 5895" (<http://www.canlii.org/en/on/oncsc/doc/2013/2013onsc5895/2013onsc5895.html>). Ontario Superior Court of Justice. Retrieved 31 December 2015.
16. s4 Government of Wales Act 2006 (<http://www.legislation.gov.uk/ukpga/2006/32/schedule/8/paragraph/4#text%3D%22corporation%20sole%22>)
17. Schedule 4 of the Apprenticeships, Skills, Children and Learning Act 2009 (<http://www.legislation.gov.uk/ukpga/2009/22/schedule/4>)
18. <https://www.education.gov.uk/publications/eOrderingDownload/Cm-7981.pdf>
19. <http://www.legislation.gov.uk/ukpga/2000/14/schedule/2/paragraph/1#text%3D%22corporation%20sole%22>
20. Schedule 1 Commissioner for Older People Act (Northern Ireland) 2011 (<http://www.legislation.gov.uk/nia/2011/1/schedules/enacted>)
21. s2 Parliamentary Corporate Bodies Act 1992 (<http://www.legislation.gov.uk/ukpga/1992/27/section/2>)
22. s1 Parliamentary Corporate Bodies Act 1992 (<http://www.legislation.gov.uk/ukpga/1992/27/section/1>)
23. http://lawcommission.justice.gov.uk/docs/cp143_Execution_of_Deeds_and_Documents_Consultation.pdf
24. Incorporated by the Dawat-e-Hadiyah (England) Act 1993 (http://www.opsi.gov.uk/acts/localact1993/ukla_19930010_en_1) (c. x)
25. OG38 A1 – WHAT IS A CORPORATION? (http://www.charity-commission.gov.uk/about_us/ogs/g038a001.aspx#a3), Charity Commission
26. Corporate Governance (<https://policeombudsman.org/About-Us/Corporate-Governance>)
27. Public Trustee (<http://www.justice.gov.uk/protecting-the-vulnerable/public-trustee>), Ministry of Justice
28. [1] (<http://www.gov.uk/government/organisations/pubs-code-adjudicator>)
29. s1 Metropolitan Police (Receiver) Act 1861 (<http://www.legislation.gov.uk/ukpga/Vict/24-25/124/section/1#text%3D%22corporation%20sole%22>)
30. s3 Duchy of Lancaster Act 1920 (<http://www.legislation.gov.uk/ukpga/Geo5/10-11/51/section/3/enacted>)
31. s1 Treasury Solicitor Act 1876 (<http://www.legislation.gov.uk/ukpga/Vict/39-40/18/section/1#text%3D%22corporation%20sole%22>)
32. <https://www.theyworkforyou.com/debate/?id=2006-10-17b.813.6>
33. s16 Parsonages Act 1838 (<http://www.legislation.gov.uk/ukpga/Vict/1-2/23/section/16>)
34. Bishop of the Roman Catholic Church in Hong Kong Incorporation Ordinance (Cap. 1003) (<https://www.elegislation.gov.hk/hk/cap1003>)
35. "ENVIRONMENT PROTECTION AND BIODIVERSITY CONSERVATION ACT 1999 - SECT 514A Continuation" (http://www7.austlii.edu.au/cgi-bin/viewdoc/au/legis/cth/num_act/npawca1975390/s15.html). Australian government. Retrieved 10 July 2018.
36. Governor General's Act (<http://laws-lois.justice.gc.ca/eng/acts/G-9/page-1.html#docCont>)
37. <https://www.privacy.org.nz/news-and-publications/statements-media-releases/2014-annual-report/>

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