

108TH CONGRESS  
1ST SESSION

# H. R. 275

To amend the Securities and Exchange Act of 1934 to require improved disclosure of corporate charitable contributions, and for other purposes.

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IN THE HOUSE OF REPRESENTATIVES

JANUARY 8, 2003

Mr. GILLMOR (for himself and Mr. TIBERI) introduced the following bill;  
which was referred to the Committee on Financial Services

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## A BILL

To amend the Securities and Exchange Act of 1934 to require improved disclosure of corporate charitable contributions, and for other purposes.

1 *Be it enacted by the Senate and House of Representa-*  
2 *tives of the United States of America in Congress assembled,*

3 **SECTION 1. SHORT TITLE.**

4 This Act may be cited as the “ Corporate Charitable  
5 Disclosure Act of 2003”.

6 **SEC. 2. DISCLOSURE OF CHARITABLE CONTRIBUTIONS.**

7 Section 14 of the Securities and Exchange Act of  
8 1934 (15 U.S.C. 78n) is amended by adding at the end  
9 thereof the following new subsection:

1           “(i) DISCLOSURE OF CHARITABLE CONTRIBU-  
2           TIONS.—

3           “(1) DISCLOSURES REQUIRED.—

4           “(A) SUBSTANTIAL CONTRIBUTIONS TO IN-  
5           SIDER-AFFILIATED CHARITIES.—The state-  
6           ments or documents described in subparagraph  
7           (B) shall include—

8                   “(i) a disclosure of contributions  
9                   whose value exceeds the designated amount  
10                  that were made by the issuer during the  
11                  issuer’s previous year to any nonprofit or-  
12                  ganization of which a director, officer, or  
13                  controlling person of the issuer, or a  
14                  spouse thereof, was a director or trustee;  
15                  and

16                  “(ii) the name of such nonprofit orga-  
17                  nization and the value of the contribution.

18           “(B) STATEMENTS AND DOCUMENTS COV-  
19           ERED.—The requirements of subparagraph (A)  
20           apply to—

21                   “(i) the proxy statement or other doc-  
22                   uments accompanying any proxy, consent,  
23                   or authorization solicited by or on behalf of  
24                   the management of an issuer in respect of  
25                   a security registered pursuant to section

1           12 of this title, or a security issued by an  
2           investment company registered under the  
3           Investment Company Act of 1940, prior to  
4           any annual meeting of the holders of such  
5           security; or

6                   “(ii) if proxies, consents, or authoriza-  
7                   tions are not solicited by the management  
8                   in respect of the annual meeting, the writ-  
9                   ten information statement distributed in  
10                  connection therewith.

11               “(2) ANNUAL STATEMENTS REQUIRED.—Every  
12               issuer with a security registered pursuant to section  
13               12 of this title, or a security issued by an investment  
14               company registered under the Investment Company  
15               Act of 1940, shall annually make available, in a for-  
16               mat designated by the Commission, the total value  
17               of contributions made by the issuer to nonprofit or-  
18               ganizations during its previous fiscal year, and, if  
19               the value of contributions to any organization ex-  
20               ceeds the designated amount, the name of that orga-  
21               nization and the value of contributions.

22               “(3) DEFINITIONS.—For purposes of this sub-  
23               section—

24                   “(A) the term ‘designated amount’ means  
25                   such amount as may be designated by the Com-

1 mission by rule, consistent with the public in-  
2 terest and the protection of investors for pur-  
3 poses of this subsection; and

4 “(B) the Commission may, by such rules  
5 as it deems necessary or appropriate in the  
6 public interest, define the terms executive offi-  
7 cer and controlling person.”.

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