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November 11, 2013

Peter Tannenwald, Esq.
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1300 North 17th St., 11th Floor
Arlington, Va 22209

Re: Recognition of unincorporated associations in Rhode Island

Dear Mr. Tannenwald:

You have asked me whether the unincorporated association is a legally recognized form of business organization in Rhode Island.

Yes, it is.

Although I have never had occasion to question the legality of unincorporated associations in Rhode Island, in answering your question I did such legal research as I thought was appropriate to confirm my understanding. I did not, however, research any related questions, and this letter does not address, either explicitly or by implication, any such questions whatsoever, for example, taxation, governance, operation, differences from corporations or partnerships, organization structure, etc.

In the 2007 Rhode Island Supreme Court case of *King v. Grand Chapter of Rhode Island Order of the Eastern Star*, 919 A.2d 991 (R.I. 2007), the Court, having referred to unincorporated private organization the organization as, an “unincorporated private organization,” went on to discuss the appropriate role of the courts in connection with the organization’s governance or operation. The validity of the unincorporated association form of organization in Rhode Island seems clear from the fact that the Court did not even suggest that was an issue. In the course of the Court’s analysis of the issues at hand, it cited several earlier cases involving issues related to unincorporated associations, none of which appear to have questioned the legitimacy of the organizations.

The Rhode Island legislature has also recognized the legitimacy of unincorporated associations in this state. For example, Section 9-2-12 of the Rhode Island General Laws, “Actions against unincorporated associations,” establishes procedural rules for the designation and service of particular individuals in actions against unincorporated associations. This Section was one of the controlling legal principles in the case of *School Committee of the Town of North Providence V. North Providence Federation of Teachers*, 404 A.2d 493 (R.I. 1979). The Rhode Island Supreme Court, in that case, approved the dismissal of the action brought by the School Committee against the Union (the unincorporated association) because of the failure of the School Committee to bring the

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action in compliance with Section 9-2-12.

The conclusions stated in this letter are as of the date hereof. I do not assume any obligation to update or supplement this letter to reflect any facts or circumstances which may come to my attention, or any changes in laws which may hereafter occur.

Very truly yours,

Charles S. Sokoloff

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