

April 8, 2016

Peter G. Nychis, Esquire

**VIA E-MAIL**

**RE: Change in Business Structure of Club**

Dear Mr. Nychis:

ISSUE: This office is in receipt of your e-mail of March 25, 2016, wherein you state that you represent the West Wilmerding Volunteer Fire Department (“WWVFD”), which is currently an unincorporated entity. You ask whether there would be any effect on the liquor license held by WWVFD if it were to incorporate as a non-profit corporation. You also ask if you need to do anything before or after WWVFD is incorporated.

Records of the Pennsylvania Liquor Control Board (“PLCB”) indicate that WWVFD is the holder of Catering Club License No. CC-4435 (LID 2038) for use at the premises located at Greensburg Pike and Kline Avenue in North Versailles, Pennsylvania.

OPINION: If the entity which will hold the license will be an entirely different legal entity from that of the current license holder, a person-to-person transfer application must be filed. Generally, if a different tax identification number is assigned to the new entity or there is a new name, it is considered a new legal entity. This office cannot advise on tax matters or aspects of corporate law that may impact licensees.

With regard to the PLCB’s requirements, specific information on what forms need to be filed for a transfer can be obtained from the PLCB’s Bureau of Licensing at (717) 783-8250, or at [www.lcb.pa.us](http://www.lcb.pa.us) under “Licensing.”

It should be noted that the Liquor Code section 102 defines “club” as follows:

any reputable group of individuals associated together not for profit for legitimate purposes of mutual benefit, entertainment, fellowship or lawful convenience, having some primary interest and activity to which the sale of liquor or malt or brewed beverages shall be only secondary, which, if incorporated, has been in continuous existence and operation

for at least one year, and if first licensed after June sixteenth, one thousand nine hundred thirty-seven, shall have been incorporated in this Commonwealth, and if unincorporated, for at least 10 years, immediately preceding the date of its application for a license under this act, and which regularly occupies, as owner or lessee, a clubhouse or quarters for the use of its members. Continuous existence must be proven by satisfactory evidence. The Board shall refuse to issue a license if it appears that the charter is not in possession of the original incorporators or their direct or legitimate successors. The club shall hold regular meetings, conduct its business through officers regularly elected, admit members by written application, investigation and ballot, and charge and collect dues from elected members and maintain such records as the board shall from time to time prescribe.

47 P.S. § 1-102 (emphasis added).

In order for the transfer application to be approved, the receiving entity must satisfy the aforementioned definition.

THIS OPINION APPLIES ONLY TO THE FACTUAL SITUATION DESCRIBED HEREIN AND DOES NOT INSULATE THE LICENSEE OR OTHERS FROM CONSEQUENCES OF CONDUCT OCCURRING PRIOR TO ITS ISSUANCE. THE PROPRIETY OF THE PROPOSED CONDUCT HAS BEEN ADDRESSED ONLY UNDER THE LIQUOR CODE AND REGULATIONS. THE LAWS AND POLICIES ON WHICH THIS OPINION IS BASED ARE SUBJECT TO CHANGE BY THE LEGISLATURE OR THE PENNSYLVANIA LIQUOR CONTROL BOARD.

Sincerely,

RODRIGO J. DIAZ  
CHIEF COUNSEL

cc: Pennsylvania State Police, Bureau of Liquor Control Enforcement  
Jerry W. Waters, Director of Office of Regulatory Affairs  
Tisha Albert, Director, Bureau of Licensing  
Jeffrey Lawrence, Assistant Director, Bureau of Licensing

LCB Advisory Opinion No. 16-098