



DICASTERIUM
DE LEGUM TEXTIBUS

Prot. N. 18375/2024

Vatican City, 16 December 2024

Your Excellency,

With the letter dated 2 October 2024, you submitted to this Dicastery a number of question regarding the obligations of juridic persons. After a careful examination of the document, this Dicastery is pleased to make the following observations:

A. OBSERVATIONS ON THE FOUR CASES

Response - Case 1:

From the point of view of canon law, the argument of the members of the Council for Economic Affairs is valid. As can. 537 CIC clearly points it out, the members of this consultative body are called “to assist the pastor in the administration of the goods of the parish”. In reality, the responsibility for the obligations assumed by the parish, or by the parish priest on behalf of the parish (cf. can. 532 CIC), lies with the parish itself and not with other subjects. Even the parish priest himself could not be called into question personally, but only as a representative of the parish. From the description of the “case” it can be deduced that the council for economic affairs, according to the diocesan regulations, contributes to forming the act of administration placed by the parish priest as representative of the parish. Therefore, the “contractor” can only take action against the parish, and not against the parish priest or the members of the council. Without prejudice to canonical norms.

The answer given in the paragraph applies also in this case. 1: the person responsible for the obligations of the parish is the parish itself and not the individual administrators. The parish priest can be called into question for his personal obligations or for lack of diligence in the administration of the parish (for the penal aspect of responsibility, see can. 1376 §1, 2^o §2, 2^o CIC), not for the acts that he performs as a private individual.

Response - Case 2:

The answer given in the paragraph applies also in this case. 1: the person responsible for the obligations of the parish is the parish itself and not the individual administrators. The parish priest can be called into question for his personal obligations or for lack of diligence in the administration of the parish (for the penal aspect of responsibility, see can. 1376 §1, 2^o, §2, 2^o CIC), not for the acts that he performs as a private individual.

Response - Case 3:

More than a case, “case 3” presents a doctrine that seems perfectly acceptable: each entity assumes obligations for itself and is responsible for them; this does not mean that it cannot be helped by other bodies in difficult times. This situation often occurs in relations

between parishes and dioceses: even when parishes are indebted to third parties, the diocese frequently comes to their aid as an expression of communion in the particular Church, as an expression of charity, etc. However, if the financial situation of the parish were a consequence of the lack of supervision on the part of the Ordinary (see can. 1276 CIC), then one could try to implicate him, as already said in previous cases, as responsible for the lack of diligence in the supervision of parishes. But this involvement of the Ordinary concerns his function of government, and not non-existent administrative responsibilities: in the disposition of the CIC, the Ordinary governs, exercises general executive power (see can. 134 CIC), does not administer (see can. 1279 §1 CIC). His lack of diligence in government can even constitute a delict, according to the norm of can. 1378 §2 CIC.

Response - Case 4:

“Case 4” only reiterates what has already been expressed so far: each juridic person is responsible for the obligations it assumes and cannot call into question other juridic persons.

B. ANSWERS TO THE FOUR QUESTIONS:

1. In canon law, there is a general principle that the obligations (*onera*) of a juridic person are attributable to the juridic person (and that juridic person alone), in a manner similar to the general principle of can. 1256 CIC that the ownership of good belongs to the juridic person?

Reference must be made here to can. 1281 §3 CIC, that establishes the cases in which “a juridic person is not bound to answer for acts invalidly placed by its administrator; on the contrary, a juridic person is responsible for “acts validly placed”, even if they are illegitimate. From this regulatory provision, it is clear that the juridic person is responsible for its obligations. Although there is no declaration in the law on responsibility similar to that on property contained in can. 1256 CIC, it can be considered that can. 1281 CIC establishes, *a posteriori*, the principle of the responsibility of each subject for his own acts.

2. If the response to question 1 is no, what alternate general principle (s), if any, would apply to the obligations of a juridic person?

This question is seeking for guiding principles on responsibility in canon law. In reality, one can affirm that the Code of Canon Law establishes an organization based on the autonomy of the entities. Not total autonomy, as if each juridic person did not need the others; but rather an autonomy of management that implies assuming one’s own function within the ecclesial communion and being responsible for it alone. This autonomy could be linked to the principle of subsidiarity, which is to be considered as one of the principles for the reform of the code, even if it refers mainly to the exercise of power and to the particular nature of the relationships that exist between the particular Churches and the universal Church. On the other hand, in the case of damage caused by the action of any canonical subject, one could speak of a general principle of reparation for damage, established in can. 128 CIC, according to which “whoever illegitimately causes damage to another by a juridical act, or rather by any act done intentionally or negligently, is obliged to make reparation for the damage caused.”

3. If the response to the question is that there is no general principle at all in canon law (i.e. the law is silent), can particular law determine such a principle for its subjects?

Having specified that the principles must not be expressed in laws, this Dicastery can respond in the affirmative: the diocesan Bishop can effectively give the norms that he judges appropriate for the management of the juridical person entrusted to him (see can. 391 CIC).

4. If the response to question 2 is that canon law, as a general principle, allows that others can be required to cover the obligations of a juridic person, who are these others, or how can they be identified?

This question concerns the possibility of requiring the responsibility of subjects other than the juridic person who has contracted the obligations. It should be remembered that every individual is responsible for the obligations he or she contracts. However, since the time of Roman law, there has been an institution of civil liability that provides, in certain cases, for the involvement of a person for acts committed by others. Civil liability can arise from a contract, from a crime or from obligations of supervision or prudence in the designation of those responsible for certain functions in which *culpa in vigilando* or *culpa in eligendo* can be highlighted. Many laws provide, for example, for the civil liability of the owner or the client for the acts of the employee. In canon law, liability in these cases will fall to the Ordinary who, according to can. 1276 §1 CIC, must “carefully supervise the administration of all property”.

C. CLARIFICATIONS REGARDING CAN. 121-123 CIC

1. The union of public juridic persons does not pose any particular-theoretical problems: rights and charges of every nature, including patrimonial ones, are assumed by the new subject resulting from the union (can. 121 CIC).

2. The split of a public juridic person presents greater difficulties because it gives rise to different subjects, or to a new subject different from the existing one, which continues in its functions without the detached part. The Legislator provides that the authority which can proceed with the division ensures the maintenance of the juridic and patrimonial situations of the divided entity (can. 122 CIC). Each party will benefit from the patrimonial rights and obligations attributed to it by this authority.

3. In the event of the extinction of a public juridic person, the destination of the assets is that indicated by the applicable laws or other regulations. In the case of a private juridic person, the provisions of the statutes apply (can. 123 CIC). It is important not to lose sight of the distinction between public and private juridic entities. It is also prudent that the authority that can approve or establish the various juridic persons, when examining the statutes, take this canonical norm into account can. 123 CIC. In the case of public juridic persons, it should be borne in mind that, if the statutes do not explicitly establish the destination of the assets, the rights and obligations “revert to the immediately higher juridic person”. When it comes to creating public associations or foundations, it is necessary that the statutes consider this hypothesis, to avoid uncertainties at the time of extinction and also to avoid arbitrary interventions on the part of the authority (which could, for example, extinguish certain diocesan juridic persons so that their assets can become the property of the diocese).

Hoping that this Dicastery has addressed your concerns, please allow me, Your Excellency, to wish you all the best in the very important work you do in shepherding the people of God in your Diocese.

Sincerely Yours in Christ,

A handwritten signature in blue ink, reading "Filippo Iannone".

✠ FILIPPO IANNONE O.C.

Prefect

A handwritten signature in blue ink, reading "Juan Ignacio Arrieta".

✠ JUAN IGNACIO ARRIETA

Secretary