

New York Court of Appeals Confirms Registration To Do Business Under Business Registration Statute Does Not Constitute Consent to General Jurisdiction

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For more than a century, companies that registered to do business under state business registration statutes were deemed to have consented to general personal jurisdiction — i.e., jurisdiction over all disputes — in that state, regardless of any link between the alleged misconduct and the forum. That was thrown into doubt in 2014, when the Supreme Court of the United States held in *Daimler AG v. Bauman* that, except in extraordinary cases, a corporate defendant is only subject to general jurisdiction where it is “at home,” meaning where it is incorporated or has its principal place of business.

Before *Daimler*, courts, including those in New York, had consistently held that registering to do business provided a basis for general jurisdiction.³ Since *Daimler*, companies have argued that business registration statutes can no longer provide a basis for consent to general jurisdiction. Courts that have considered the question have, with few exceptions, agreed.

On October 7, 2021, in *Aybar v. Aybar*,⁴ the New York Court of Appeals definitively resolved this question, holding that registering to do business and consenting to service of process under the New York Business Corporation Law (“NYBCL”) do not constitute consent to general personal jurisdiction. While the decision focused on an interpretation of the NYBCL, its reasoning strongly suggests that in New York, registration to do business under any statute does not amount to consent to general jurisdiction.

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