

MAINE STATE LEGISLATURE

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N I N E T Y - F I F T H L E G I S L A T U R E

Legislative Document

No. 1118

H. P. 1512

House of Representatives, March 6, 1951

Referred to the Committee on Business Legislation. Sent up for concurrence and ordered printed.

HARVEY R. PEASE, Clerk

Presented by Mr. Davis of Harrison.

STATE OF MAINE

IN THE YEAR OF OUR LORD NINETEEN HUNDRED
FIFTY-ONE

AN ACT Providing for Merger of Domestic Mutual Insurance Companies.

Be it enacted by the People of the State of Maine, as follows:

R. S., c. 56, § 33-B, additional. Chapter 56 of the revised statutes, is hereby amended by adding thereto a new section to be numbered 33-B, to read as follows:

'Sec. 33-B. Merger of domestic mutual insurance companies.

I. Any 2 or more mutual insurance companies organized or to be organized under the provisions of this chapter or existing under the laws of this state, may consolidate into a single company which may be any one of said companies, or a new company organized under the laws of this state to be formed by means of such consolidation, by entering into an agreement duly authorized by a majority of the directors of the respective companies and signed by the duly authorized officers, and under the respective seals of said compaines, prescribing the terms and conditions of the consolidation, the mode of carrying the same into effect, whether or not the consolidated company shall be one of the constituent companies or a new company created by such consolidation, and stating in such altered form as the circumstances of the case may require such

other facts as are necessary to be set out in the certificate of organization of insurance companies organized under this chapter and as are pertinent in the case of a consolidation, together with such other provisions and details as shall be deemed necessary to perfect the consolidation. Said agreement shall be acknowledged by one of the executing officers of each of the consolidating companies before an officer authorized by the laws of this state to take acknowledgments of deeds, to be the respective act, deed and agreement of each of said companies.

II. Subject to provisions of by-laws with reference to membership in the companies, said consolidation agreement shall be submitted to the members of record of each company at a meeting thereof called separately for the purpose of taking the same into consideration, and at said meeting a vote in person or by proxy shall be taken for the adoption or rejection of said agreement, and if the votes of members of each company representing a majority of the voting power present at said meeting, on a proposal to consolidate said company with another, shall be for the adoption of said agreement, then that fact shall be certified on said agreement by the clerk or secretary of each company and the agreement so signed, acknowledged, adopted and certified, after it has been examined by the insurance commissioner and the attorney-general and been by them certified to be properly drawn and signed and to be conformable to the constitution and laws of this state, and within 60 days after the day of the meeting at which said consolidation agreement is adopted by the members, a copy thereof shall be filed in the office of the secretary of state, who shall enter the date of filing thereon, and on the original agreement, certified as aforesaid, to be kept by the consolidated company, and shall record said copy. From the time of filing the copy of such agreement in the office of the secretary of state, said agreement shall be taken and deemed to be the agreement and act of consolidation of the said companies and said original consolidation agreement or a certified copy thereof shall be evidence of the existence of such consolidated company and of the observance and performance of all acts and conditions necessary to have been observed and performed precedent to such consideration.

III. Notice of such special meeting of members shall be made by publishing once weekly on 3 successive weeks in a newspaper printed in each county of this state in which the company is chartered to operate, the last publication to be at least 7 days prior to such meeting.'