

MAINE STATE LEGISLATURE

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THE
REVISED STATUTES

OF THE
STATE OF MAINE,

PASSED JANUARY 25, 1871;

TO WHICH ARE PREFIXED
THE CONSTITUTIONS

OF THE
UNITED STATES AND OF THE STATE OF MAINE:

WITH AN APPENDIX.

BY AUTHORITY OF THE LEGISLATURE.



PORTLAND:
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CHAP. 46.**TITLE FOUR.****Corporations of various kinds, and Proprietors of Real Estate.**

- CHAP. 46. Corporations.
47. Banks and savings institutions.
 48. Manufacturing, mining and quarrying corporations.
 49. Insurance and insurance companies.
 50. Toll bridges.
 51. Railroads.
 52. Corporations for navigation by steam.
 53. Telegraph companies.
 54. Aqueducts.
 55. Libraries, charitable societies and public cemeteries.
 56. Proprietors of lands, wharves, and other real estate in common.
 57. Mills and their repairs.
 58. Agricultural institutions.

CHAPTER 46.★ **CORPORATIONS.**

- Sec. 1. General powers of corporations.
2. First meeting, how called. Organization valid, made under this or chapter 48.
 3. Any meeting may be called by a justice, when no other legal mode.
 4. When all shareholders present and sign record, meeting legal.
 5. By-laws, what they may determine. How name may be changed, and effect thereof.
 6. Who presides at meetings called by a justice, not responsible for error.
 7. On failure to have annual meeting, officers hold over. Officers elected on another day, effect.
 8. Clerk to call a meeting, when objections to elections made on another day.
 9. Clerk's office and records, where to be kept. Records and books open to inspection. To be produced in court.
 10. Clerk to file certificate of election in registry of deeds. Attested copy, evidence of clerkship.
 11. Transfer of shares, how made. Certificates, by whom signed. Officers not to sign blanks for use, nor without knowledge of apparent title.
 12. Proxies, powers of attorney, rights under them.
 13. Preventing use of records and books, penalty.
 14. Property and franchise may be taken for debts.
 15. Corporations are bound by parol or implied contracts.
 16. Foreign corporations, acts of their agents.
 17. Acts of incorporation, liable to be altered or repealed.
 18. Corporations continue for certain purposes three years after charter expires.

- SEC. 19. Court may appoint trustees, their powers.
20. Trustees to pay debts, divide balance.
21. Cashiers and clerks to ascertain residence of stockholders; no dividend to stockholders whose residence is not on corporate books; to make return to assessors, to be basis of taxation.
22. Cashiers and clerks to make return to secretary of state; secretary to lay same before legislature.
23. A deposit of return in post office, sufficient; penalty for neglect.
24. Stockholders' liability for debts of corporation. To what extent and how liable.
25. Creditor may demand of stockholder to show property.
26. Action to be commenced within six months after judgment against corporation.
27. Stockholders' claims may be set off. Such claims described.
28. Treasurer to keep a record of stockholders' claims against the corporation.
29. Clerk to furnish to officer names of stockholders.
30. Stockholders' liability in corporations created since March seventeen, eighteen hundred and thirty-one.
31. Stockholders paying for corporation may recover.
32. Officer having execution may sell real estate in certain cases.
33. Corporations not allowed to divide capital, till debts are paid.
34. Judgment creditor may file bill in equity in certain cases.
35. Proceedings, trial and decree in the suit.
36. Estate of corporations on dissolution vested in shareholders.
37. Property of inhabitants of quasi corporations may be taken for debts. Remedy in such cases.

CORPORATIONS.

SEC. 1. Corporations may sue and be sued, plead and be impleaded, in their corporate name; have a common seal alterable at pleasure; elect all necessary officers; prescribe their duties and fix their compensation; make by-laws consistent with the laws of the state and their charters; and hold and convey lands and other property.

General powers of corporations.
R. S. c. 46, § 1.
16 Me. 224.
17 Me. 440.
20 Me. 45.
23 Me. 39.
56 Me. 417.

SEC. 2. Their first meeting, unless otherwise provided, is to be called by a notice signed by a person named in the act of incorporation, setting forth the time, place, and purpose, of the meeting, a copy of which is to be delivered to each member, or published in a newspaper in the county, if any, otherwise in the state paper, seven days before the meeting; but the organization of all existing corporations made in accordance with the provisions of this chapter, or chapter forty-eight, shall be equally valid.

First meeting, how called.
Organization valid made under this or chapter 48.
R. S. c. 46, § 2.
1868, c. 141.

SEC. 3. When any meeting cannot be otherwise called lawfully, three members of the corporation may make a written application to a justice of the peace where it is established, if local, or if not, where it is desirable to hold the meeting, who may issue his warrant to either of such members, directing him to call a meeting by giving the notice required in the preceding section. When the law requires a publi-

Any meeting may be called by a justice, if no other legal mode.
R. S. c. 46, § 3.
12 Me. 398.

CHAP. 46. cation of notice in some newspaper, or posting of it in some public place, the justice is to designate in his warrant the newspaper or place.

When all are present and sign written consent, meeting is legal.

R. S. c. 46, § 4.
By-laws, what they may determine.
How name may be changed and effect thereof.
R. S. c. 46, § 5.
1870 c. 164.
31 Me. 470.
56 Me. 417.

SEC. 4. When all the members of a corporation are present at a meeting, and sign a written consent on the record thereof, such meeting is legal.

SEC. 5. Corporations may determine by their by-laws, the manner of calling and conducting meetings; the number of members that constitute a quorum; the number of votes to be given by shareholders; the tenure of office of the several officers; the mode of voting by proxy; of selling shares for neglect to pay assessments; and may enforce such by-laws by penalties not exceeding twenty dollars. A corporation, at a legal meeting of its stockholders, may vote to change its name and adopt a new one; and when the proceedings of such meeting, certified by the clerk thereof, are returned to the office of the secretary of state to be recorded by him, the name shall be deemed changed; and the corporation, under its new name, shall have the same rights, powers, and privileges, and be subject to the same duties, obligations and liabilities as before, and may sue and be sued by its new name; but no action brought against it by its former name, shall be defeated on that account, but on motion of either party, the new name may be substituted therefor in the action.

Who may preside at a meeting called by a justice, not responsible for error.
R. S. c. 46, § 6.

SEC. 6. When a meeting is called by a justice of the peace, he, or the person to whom his warrant was directed, may call the meeting to order and preside therein, until a clerk is chosen and qualified, if there is no officer present whose duty it is to preside. The person presiding is not responsible for an error in judgment in receiving or rejecting the vote of a person claiming to be a member.

On failure to have an annual meeting, officers hold over. Officers elected on another day, acts legal.
R. S. c. 46, § 7.
56 Me. 321.

SEC. 7. When a corporation fails to hold its annual meeting on the day appointed, the officers of the preceding year continue in the exercise of their duties, and their acts are legal, until other officers are duly chosen and qualified in their stead. When, upon due notice given, officers are regularly elected on any other day than that of the annual meeting, they are to hold their offices and perform their duties as if chosen on that day, unless a majority of the corporate members file with the clerk, within six months after such election, written objections thereto, and their acts are to be considered legal, until others are chosen and qualified in their stead.

Clerk to call meeting, when objections made to elections on another day.
R. S. c. 46, § 8.

SEC. 8. When such a notice is filed, the clerk is to call a meeting of the corporation, at such time and place as he appoints, and give the notice required for an annual meeting, stating in it the fact that objections have been filed, and the purpose of the meeting; and officers duly elected at such meeting are to hold their offices, and their acts are to be considered legal, until other officers are chosen and qualified in their stead.

SEC. 9. Corporations are to keep, at some place within the state, a clerk's office containing their records and books, which, at seasonable hours, are to be open to the inspection of persons interested, who may take copies and minutes therefrom, of such parts as concern their interests, and have them produced in court on trial of an action in which they are interested, when they can be used as evidence.

CHAP. 46.

Clerk's office and records, where kept. Records and books open to inspection, to be produced in court.
R. S. c. 46, § 9.

SEC. 10. The clerk of a corporation, within twenty days after acceptance of the office, is to file a certificate of his election in the office of the registry of deeds in the district where the corporation is established, or where it has a place of business, or a general agent; and an attested copy of that certificate is to be sufficient evidence that he is clerk, for services of process upon the corporation, until another certificate has been filed.

Clerk to file a certificate of his election in registry of deeds; attested copy, evidence of clerkship.
R. S. c. 46, § 10.
30 Me. 547.

SEC. 11. When the capital of a corporation is divided into shares, and certificates thereof issued, they may be transferred by indorsement and delivery, but such transfer of shares is not valid, except between the parties thereto, until the same is so entered on the books of the corporation as to exhibit the names and residences of the parties, the number of the shares, and the date of their transfer. Certificates of shares shall be issued to those entitled to them by transfer or otherwise, signed by the president and attested by the cashier, clerk, or treasurer of the corporation. Neither shall sign blanks and leave them for use by the other; nor sign them without knowledge of the apparent title of the person to whom they are issued. In case of the absence or disability of either of said officers, the signature of a majority of the directors in his stead shall be sufficient.

Transfer of shares, how made. Certificates, by whom signed.
R. S. c. 46, § 11.
1862, c. 146, § 1.
See c. 51, § 27.
49 Me. 315.

SEC. 12. The shareholders may be represented by proxies not granted more than thirty days before the meeting to be set forth therein; and they are not valid after a final adjournment of the meeting. They may be represented by a general power of attorney, to be produced to the meeting, until it is revoked. Shares hypothecated to the corporation are not to be represented. No person can give, by right of representation, a greater number of votes than is allowed to any one by the charter or by-laws.

Proxies, powers of attorney, rights under them.
R. S. c. 46, § 12.

SEC. 13. Any officer or member of a corporation, who prevents a person from having access to and use of the records and books as provided in section nine, is liable to all damages occasioned thereby, to be recovered by an action on the case.

Preventing use of records and books, penalty.
R. S. c. 46, § 13.

SEC. 14. The property of any corporation, and the franchise of one having a right to receive a toll established by the state, with its privileges and immunities, are liable to attachment on mesne process and levy on execution for debts of the corporation in the manner prescribed by law.

Property and franchise may be taken for debts.
R. S. c. 46, § 14.

CHAP. 46.

Corporations are bound by parole or implied contracts.

R. S. c. 46, § 15.
7 Me. 118; 24 Me. 36, 490.
29 Me. 123.

Foreign corporations may be sued here and property attached. Effect of the acts of their agents.

R. S. c. 46, § 16, 39.

Acts of incorporation liable to alteration or repeal.

R. S. c. 46, § 17.
16 Me. 224.

Corporations continue for certain purposes three years after charter expires.

R. S. c. 46, § 18.
55 Me. 290.

Court may appoint trustees, their powers.

R. S. c. 46, § 19.
R. S. c. 47, § 78.

Trustees to pay debts; divide balance.

R. S. c. 46, § 20.

Cashiers and clerks to ascertain residences of stockholders; no dividend to those whose residence is not on corporate books. Cashiers and clerks to make returns to assessors, to be basis of taxation.

R. S. c. 46, § 21.
1862 c. 146, § 2.

SEC. 15. Corporations are bound by parole contracts made by an agent authorized by vote or by its by-laws. Contracts may be implied from corporate acts, or from the acts of a general agent.

SEC. 16. Corporations existing by the laws of another state or of a foreign jurisdiction, may sue or be sued by their corporate name in this state; and if they have property in this state, it may be attached as the property of non-resident individuals. The acts of their agents are to have the same effect, as the acts of agents of foreign private persons, unless prohibited by law. (a)

SEC. 17. Acts of incorporation, passed since March seventeen, eighteen hundred and thirty-one, are liable to be amended, altered, or repealed, by the legislature, as if express provision therefor were made in them, unless they contain an express limitation. This is not to deprive the judicial courts of any power which they have at common law over a corporation or its officers.

SEC. 18. Corporations, whose charters expire or are otherwise terminated, are to have a corporate existence for three years thereafter; to prosecute and defend suits; to settle and close their concerns; to dispose of their property; and to divide their capitals.

SEC. 19. When the charter of a corporation expires or is terminated, a creditor or stockholder may apply to the supreme judicial court, which may appoint one or more trustees to take charge of its estate and effects, with power to collect its debts, prosecute and defend suits at law; and to sell and convey its real estate; and if sold at auction, the same notice shall be given as in the sale of lands of corporations on execution. The court has jurisdiction in equity of all proceedings therein, and may make such orders and decrees, and issue such injunctions as are necessary.

SEC. 20. The debts of the corporation are to be paid in full by such trustees, when the funds are sufficient; when not, ratably to those creditors, who prove their debts, as the law provides, or as the court directs. Any balance remaining to is be distributed among the stockholders or their legal representatives in proportion to their interests.

SEC. 21. Cashiers of banks and clerks of other corporations shall ascertain the residences of all stockholders in either; and no dividend shall be paid to any stockholders in either, whose residence, for the time being, is not entered on the books thereof; and the cashiers of banks and clerks of all corporations holding property liable to be taxed, within seven days after the first day of April annually, are to return under oath, to the assessors of a town, in which any of its stockholders reside, the names of such stockholders, the amount of stock owned by them on the first day of April, and the amount of stock paid into such corporation. Such returns are to be the basis of taxation on such property.

(a) See c. 49, § 18, 63, 64; see c. 81, § 20; 17 Me. 34; 29 Me. 465; 55 Me. 290.

SEC. 22. Such cashiers and clerks, within seven days after the first day of December annually, are to make return to the secretary of state of the names of all the stockholders; their residence; the amount of stock owned by each; and the whole amount of stock paid in. The secretary is to lay the same before the legislature within the first thirty days of its session.

CHAP. 46.

To make returns to secretary of state.
R. S. c. 46, § 22.
1859, c. 70.

SEC. 23. A deposit of the return required in the two preceding sections in a post office, postage paid, properly directed, is to be deemed a compliance. For the neglect or refusal of its officer to make such return, the corporation forfeits five hundred dollars, to be recovered in an action of debt, one half to the use of the prosecutor and the other to the state; but no such action shall be maintained against a manufacturing corporation, unless such neglect or refusal of the clerk was willful and for the purpose of concealment.

A deposit of return in post office, sufficient. Penalty for neglect.
R. S. c. 46, § 23.
1863, c. 192.

SEC. 24. The stockholders of all corporations created by the legislature after the sixteenth day of February, eighteen hundred and thirty-six, excepting banking corporations, unless it is otherwise specified in their charter, or by any general law of the state, shall be liable for the debts of the corporation contracted during their ownership of such stock, prior to the first day of June, eighteen hundred and fifty-seven, in case of deficiency of attachable corporate property, to the amount of their stock and no more; and such liability shall continue, notwithstanding any subsequent transfer of such stock, one year after such transfer is recorded on the corporation books; but no stockholder whose stock has been fully paid in, and no part of the principal has been withdrawn, shall be so liable for debts contracted after said first day of June; but in the latter case, when an officer certifies on an execution against a corporation, that he cannot find corporate property to satisfy it, each stockholder's stock and interest in stock may be seized and sold thereon as on execution against him; and he may recover of the corporation the value of the stock or interest so taken as provided in section thirty-one.

Stockholders' liability for debts of the corporation. To what extent and how liable.
R. S. c. 46, § 24.

SEC. 25. At any time within six months after the return of an execution against a corporation, recovered on a debt for which any stockholder is liable under the preceding section, unsatisfied in whole or in part for want of attachable property of the corporation, the plaintiff in such execution may make demand of any stockholder of such corporation to disclose, and show attachable property of such corporation sufficient to satisfy the execution.

Creditor may demand of stockholder to show property.
R. S. c. 46, § 25.
1858, c. 25.
1859, c. 76.
43 Me. 401.
45 Me. 507.
47 Me. 530.
53 Me. 471.

SEC. 26. After demand as aforesaid, the execution creditor may have an action of the case against such stockholder, to recover of him individually the amount of his execution and costs, or the deficiency thereof, not exceeding the amount for which said stockholder is liable by section twenty-four. Such action must be commenced

Action to be commenced within six months after judgment.
R. S. c. 46, § 26.

CHAP. 46. within six months after the date of the rendition of judgment against the corporation.

Stockholder may set off claims.
R. S. c. 46, § 27.

SEC. 27. In such action, said stockholder may prove, in reduction of his liability, the amount of corporation debts which he has previously paid, and which has not been repaid to him by the corporation; also any debt due him from the corporation, for which he, at the time, might maintain an action at law against it; and may show any other legal cause why judgment should not be rendered against him.

Treasurer to keep record of stockholders' claims against corporation.
R. S. c. 46, § 28.

SEC. 28. The treasurer of every such corporation shall keep a full record of all claims in favor of its stockholders against the corporation, and exhibit the same with a particular statement of the financial condition of the corporation to any creditor thereof, when requested by him, and on failure to exhibit such statement the stockholders shall not be entitled, in actions against them, to show previous payments on account of the corporation in reduction of their liability, but if they suffer damages by reason of being thus deprived of their defence, they may have a remedy upon the bond of the treasurer.

Clerk to furnish names to officer.
R. S. c. 46, § 29.

SEC. 29. The clerk of every such corporation, on demand of any officer legally holding any execution against it, shall furnish the officer with the names, place of residence, so far as known to him, and the amount for which every person is liable as aforesaid.

Stockholders' liability in corporations created since March 17, 1831.
R. S. c. 46, § 30.

SEC. 30. The stockholders of corporations, excepting those created for literary, benevolent, and banking purposes, incorporated since March seventeen, eighteen hundred and thirty-one, are subject, as it regards debts of the corporation, to the liabilities imposed on stockholders by the twenty-fourth section of this chapter, except for stock owned before April twenty-four, eighteen hundred and thirty-nine, and for stock held as executor, administrator, guardian or trustee.

Stockholders' paying for corporation may recover.
R. S. c. 46, § 31.
36 Me. 78.

SEC. 31. When members of a corporation are liable for its debts, or on account of any acts of its officers or members, or to contribute for money paid on account of such debts or acts, the amount due may be recovered by an action at law, or a bill in equity; and the court may make such orders and decrees as are necessary.

Officer having an execution may sell real estate in certain cases.
R. S. c. 46, § 32.

SEC. 32. When an officer, having an execution against a corporation not created for purposes of education or religion, certifies thereon that he is unable to find personal property of the corporation, the creditor may cause so much of its real estate to be seized and sold at public auction, in the town where it lies, in the manner that the real estate of banks is sold, and subject to the same right of redemption, as is necessary to satisfy such execution and incidental charges.

SEC. 33. Corporations, not created for literary, benevolent, or banking purposes, are not allowed to divide any of their corporate property so as to reduce their stock below its par value, until all debts are paid, and then for the purpose of closing its concerns.

CHAP. 46.

Corporations not allowed to divide capital till debts are paid.

R. S. c. 46, § 33.

SEC. 34. When such a corporation has unlawfully made a division of any of its property, or has property which cannot be attached, or is not by law attachable, any judgment creditor may file a bill in equity in the supreme judicial court, setting forth the facts, and the names of such persons as are alleged to have possession of any such property, or chooses in action, either before or after division; names of defendants may be struck out or added by leave of court; costs awarded at discretion, and service made on the defendants named, as in other equity suits. They are, in answer thereto, to disclose on oath all facts within their knowledge relating to such property in their hands, or received by a division among stockholders. When any one of them has the custody of the records of the corporation, he is to produce them and make extracts therefrom and annex to his answer, as the court directs.

Judgment creditor may file bill in equity in certain cases.
R. S. c. 46, §§ 34, 36.

SEC. 35. The court is to determine, with or without a jury, whether the allegations in the bill are sustained, and it may decree, that any such property shall be paid to such creditor in satisfaction of his judgment, and cause such decree to be enforced as in other chancery cases. Any question arising may, at the election of either party, be submitted to the decision of a jury under the direction of the court.

Proceedings, trial and decree in the suit.
R. S. c. 46, § 35.

SEC. 36. When a corporation is dissolved, its real and personal estate is vested in the individuals, who were at the time shareholders, as tenants in common according to their interests.

Estate of corporations on dissolution vested in shareholders.

R. S. c. 46, § 37.
36 c. 179. M.

SEC. 37. The property of the inhabitants of counties, towns, and other quasi corporations, may be taken to pay any debt due from the body politic, of which they are members. All sums so paid with interest and costs may be recovered of such body politic.

Property of inhabitants of quasi corporations liable to be taken for debts.

Remedy.
R. S. c. 46, § 38.
1 Me. 361.