

# 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.

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BY AUTHORITY OF THE LEGISLATURE.



PORTLAND:  
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## CHAPTER 48.

## MANUFACTURING, MINING AND QUARRYING CORPORATIONS.

## MANUFACTURING CORPORATIONS.

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2. Officers when chosen. Number of directors. President. Treasurer to give bond. Clerk to be sworn.
  3. First meeting how called. By-laws.
  4. Capital fixed, divided into shares, names of owners and their shares entered of record at first meeting. Capital may be increased.
  5. Certificates of stock to be issued, transferable.
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  9. Prohibition to contract debts beyond a certain amount, stockholders not liable individually, if do not.
  10. Dividends may be made, not to reduce capital or debts due. Penalty.
  11. Names of directors, clerk, and schedule of property, furnished to an officer.
  12. Officer having an execution may elect to take debts due corporation; proceedings.
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MANUFACTURING, MINING AND QUARRYING COMPANIES INCORPORATED BY  
GENERAL LAW.

- SEC. 18. Three or more persons may organize themselves into a corporation, and how. Amount of stock and officers thereof.
19. Before doing business, officers to prepare a certificate of facts, to be examined and approved by attorney general, and then recorded in registry of deeds and secretary of state's office. Their pay therefor.
  20. Then to be a corporation, subject to all the provisions of this and chapter forty-six.

## MANUFACTURING CORPORATIONS.

SEC. 1. Manufacturing corporations are to exercise the powers and be subject to the duties and liabilities contained in this and the forty-sixth chapter, and in their charters. They are to have a president, directors, clerk, treasurer, and any other desirable officers.

Powers, liabilities and officers of manufacturing corporations.  
R. S. c 48, § 1.

SEC. 2. These officers are to be chosen annually, and are to continue in office till others are chosen and qualified in their stead. There are not to be less than three directors, one of whom is to be by them elected president. No director or treasurer can hold such office

Officers, when chosen.  
Treasurer to give bond.  
Clerk to be sworn.  
R. S. c. 48, § 2.

**CHAP. 48.** after he ceases to be a stockholder. The treasurer is to give bond for the faithful discharge of his duties in such sum and with such sureties as are required. The clerk is to be sworn, and to record all votes of the corporation in a book kept for that purpose.

First meeting,  
how called.  
By-laws.  
R. S. c. 48, § 3.

**SEC. 3.** The first meeting may be called by a majority of the persons named in the act, in the manner prescribed in section two, chapter forty-six, giving fourteen days notice thereof. By-laws may be made and enforced as provided in section five of that chapter.

Capital fixed  
and divided  
into shares.  
Names of owners  
and their  
shares entered  
of record.  
R. S. c. 48, § 4.

**SEC. 4.** The capital is to be fixed within the limits of the charter and divided into shares; and the names of owners, and the number of shares owned by each, are to be entered of record at its first meeting. The capital may be subsequently increased to the amount allowed by its charter by adding to the number of shares.

Certificates of  
stock to be  
issued; trans-  
ferable.  
R. S. c. 48, § 5.

**SEC. 5.** Certificates, stating the number of shares owned by them, signed by the treasurer, with the seal of the corporation affixed, are to be furnished to the stockholders. They are transferable, as provided in the eleventh section of chapter forty-six.

Assessments  
may be made  
and shares sold  
for neglect to  
pay.  
R. S. c. 48, § 6.

**SEC. 6.** Assessments, not exceeding the amount originally limited for a share, may be made on all the shares, to be paid to the treasurer, in such installments and at such times as are ordered. If a stockholder neglects to pay such assessments on his shares for thirty days, the treasurer may sell at public auction a sufficient number of them to pay the same with incidental charges.

Notice of sale  
how given;  
title made to  
purchaser.  
R. S. c. 48, § 7.

**SEC. 7.** The treasurer, before the sale, is to give notice of the time and place of such sale, and of the amount due on each share, in a newspaper printed in the town, if any, if not, in the county where the manufactory is established, otherwise in the state paper, three weeks successively; and a certificate of the sale of such shares, made by the treasurer, and recorded as transfers are required to be, transfers the title to the purchaser.

Treasurer to  
publish state-  
ments semi-  
annually;  
what to con-  
tain, penalty  
for neglect.  
R. S. c. 48, § 8.

**SEC. 8.** The treasurer is to publish, semi-annually in the months of January and July, in such newspaper as designated in the preceding section, a statement under oath of the amount of assessments actually paid in, of the existing capital, of the debts due, of the capital invested in real estate and fixtures upon it, including machinery, and of the last valuation of the real estate, and of the aggregate value of the taxable property of the corporation, as fixed by assessors. For neglect or refusal to publish such a statement, the treasurer on indictment and conviction, is to be fined not exceeding two thousand dollars, or imprisoned less than one year. For such neglect or refusal, or for publishing a false statement, with intent to injure a present or future creditor of the corporation, he shall be punished by a fine not exceeding five thousand dollars, or by imprisonment in the county jail less than one year, or in the state prison not exceeding ten years, any or all of them according to the aggravation of the offence.

SEC. 9. These corporations are prohibited to contract debts exceeding, at any one time, the amount of their capital invested within the state in real estate and fixtures thereon, including machinery; and from becoming indebted to an amount exceeding one-half their capital paid in and remaining undivided, and of their other property and assets. When they comply with these prohibitions and limitations, their stockholders are relieved from all individual liability for their debts. When either of these limitations are violated, their stockholders become individually liable for debts of the corporation in the manner provided in chapter forty-six.

CHAP. 48.

Prohibition to contract debts; stockholders not liable individually, if do not.  
R. S. c. 48, § 9.  
43 Me. 401.  
49 Me. 527.

SEC. 10. Dividends of profit may be made by the directors, but the capital or the debts due are not thereby to be reduced, until all debts due from the corporation are paid. Any officer or member, who votes or aids to make a dividend in violation hereof, is liable to a fine not exceeding two thousand dollars, and to imprisonment less than one year; and all sums received for such dividends may be recovered by any creditor of the corporation in an action on the case.

Dividends may be made; not to reduce capital or debts due. Penalty.  
R. S. c. 48, § 10.

SEC. 11. Every agent or person having charge of corporate property, is, on request, to furnish the names of the directors and clerk, and a schedule of all property, including debts known by him to belong to the corporation, to an officer having a writ or execution against the corporation for service.

Names of directors, clerk, and schedule of property to be furnished to an officer.  
R. S. c. 48, § 11.

SEC. 12. An officer, having an execution against such a corporation and unable to find property liable to seizure, or the creditor, may elect to satisfy it, in whole or in part, by a debt due to the corporation not exceeding the amount due to the creditor, and a person having custody of the evidence of such debt is to deliver it to such officer with a written transfer thereof to him for the use of the creditor, which is to constitute an assignment thereof, and the creditor, in the name of the corporation, may sue for and collect it, subject to any equitable set-off by the debtor.

Officer having an execution may elect to take debts due to corporation; proceedings.  
R. S. c. 48, § 12.

SEC. 13. Any officer or other person, who unnecessarily neglects or refuses to comply with the provisions of the two preceding sections, forfeits not exceeding four times the amount due on such execution, and may be imprisoned less than one year.

Person refusing to comply with provisions of two preceding sections, subject to penalty.  
R. S. c. 48, § 13.

SEC. 14. When a suit or prosecution is pending for a violation of any provision hereof, the clerk or person having custody of the books of the corporation, upon reasonable written notice for the purpose, is to produce them on trial; and for neglect or refusal so to do, he is liable to the like fine or imprisonment as the party on trial would be on conviction.

Books to be produced on trial for penalty.  
R. S. c. 48, § 14.

SEC. 15. No child can be employed or suffered to work in a cotton or woolen manufactory without having attended a public school, or a private one taught by a person qualified to be a public teacher, if under twelve years of age, four months, if over twelve and under

Children under 15 years of age not to be employed without proof of schooling.  
R. S. c. 48, § 15.

**CHAP. 48.** fifteen years of age, three months of the twelve, next preceding such employment, in each year. A certificate under oath of such teacher, filed with the clerk or agent before employment, is to constitute the proof of such schooling.

Penalty for a violation.  
County attorney to prosecute.  
R. S. c. 48, § 16.

**SEC. 16.** Any owner, agent, or superintendent, of such manufactory, for each violation of the provisions of the preceding section, forfeits fifty dollars, to be recovered by indictment, one-half to the prosecutor, and the other to the town where the offense was committed, to be added to its school money. Superintending school committees may inquire into such violations, and report them to a county attorney, who, on reception thereof, is to prosecute therefor.

No person under 16 years of age to be employed more than ten hours a day.  
R. S. c. 48, § 17.

**SEC. 17.** No person under the age of sixteen years is to be employed by any corporation more than ten hours of a day. Any person violating this provision forfeits one hundred dollars, one-half to the town where the offense is committed, and the other to the use of the person employed; to be recovered by indictment.

Three or more persons may organize themselves into a corporation, and how.  
Amount of stock and officers thereof.  
1862, c. 152, §§ 2, 4, 5, 6.  
1867, c. 125, §§ 1, 7, 11, 13, 14.  
1870 c. 93, § 1.

MANUFACTURING, MINING AND QUARRYING COMPANIES INCORPORATED  
BY GENERAL LAW.

**SEC. 18.** Three or more persons may associate themselves together by written articles of agreement, for the purpose of carrying on any manufacturing, mechanical, mining or quarrying business. Their first meeting shall be called by one or more of the signers of said articles, by giving notice thereof, stating the time, place and purposes of the meeting to each signer, in writing, or by publishing it in some newspaper printed in the county, at least fourteen days prior to the time appointed therefor. At such meeting they may organize into a corporation, adopt a corporate name, define the purposes of the corporation, fix the amount of the capital stock, which shall not be less than two thousand dollars, nor more than two hundred thousand, divide it into shares, and elect a president, not less than three directors, a secretary, treasurer and any other necessary officers, and adopt a code of by-laws.

Before doing business, officers to prepare a certificate of facts, to be examined by attorney general and then recorded in registry of deeds and secretary of state's office. Their pay therefor.  
1867, c. 125, §§ 2, 3, 4.  
1870, c. 93, § 2.

**SEC. 19.** Before commencing business the president, treasurer and a majority of the directors shall prepare a certificate setting forth the name and purposes of the corporation, the amount of capital stock, the amount already paid in, the par value of the shares, the names and residences of the owners, the name of the county where located, and the number and names of the directors, and shall sign and make oath to it; and after it has been examined by the attorney general, and by him certified to be properly drawn and signed and conformable to the constitution and laws, it shall be recorded in the registry of deeds in the county where the business is to be done, in a book kept for that purpose, and a copy thereof certified by such register shall be filed in the secretary of state's office, and he shall enter the date of filing thereon, and on the original certificate to be

kept by the corporation, and shall record said copy in a book kept for that purpose. And said corporation shall pay the attorney general and secretary of state five dollars each for their services in advance. CHAP. 49.

SEC. 20. From the time of filing such certificate in the secretary of state's office, the signers of said articles and their successors and assigns shall be a corporation the same as if incorporated by a special act, with all the rights and powers, and subject to all the duties, obligations and liabilities provided by this and chapter forty-six.

When to be a corporation, subject to all provisions of this and chapter forty-six. 1867, c. 125, § 5. 1870, c. 93, § 3.

## CHAPTER 49.

### INSURANCE AND INSURANCE COMPANIES.

- SEC. 1. Insurance companies subject to the provisions of this and chapter forty-six.
2. Business to be managed by president and directors; how chosen; tenure of office; vacancies, how filled.
  3. Secretary and other officers. Duties of secretary.
  4. Manner of calling meetings.
  5. Capital to be at least \$100,000.
  6. Liability of stockholders in certain cases.
  7. Capital, how invested.
  8. Loans on respondentia or bottomry.
  9. What property may be insured, and limit thereof.
  10. Insurance valid on furniture owned partly by husband and partly by wife.
  11. Policies, how executed.
  12. Insurance companies not to engage in trade.
  13. Dividends, when and how made. \*
  14. Loss of capital to be repaired.
  15. Marine insurance companies may divide certain profits.
  16. Triennial statements to be made.
  17. Not to insure after loss of capital.
  18. Person authorized to receive applications and payments, to be deemed agent; notice to him and all his acts binding.
  19. Statements of description and value are representations and not warranties. No omissions, concealments or mistakes of the insured shall prevent his recovery, unless fraudulent or increase the risk.
  20. Insured to give notice of loss, and render a particular account thereof, under oath, to company, and if required, shall exhibit books and vouchers and be examined on oath. Inconsistent provisions in policies, void.
  21. Certain provisions not to be applied to mutual companies.

### MUTUAL COMPANIES.

- SEC. 22. Mutual companies, insurance by, regulated.
23. Regulations to be set forth in the policies.
  24. All persons insured to be members.
  25. Assessments on premium notes. Married woman's note valid.
  26. Policy and note one contract, and loss and other claims set off against it. If company fails, maker only ratably liable on note, and if in sixty days, not at all; and in no case beyond the amount of note. When insurance ends, note to be surrendered.
  27. Lien on real estate insured, and how secured.