NINTH REVISION

REVISED STATUTES

OF THE

STATE OF MAINE

1954

FIRST ANNOTATED REVISION

IN FIVE VOLUMES

VOLUME 2

THE MICHIE COMPANY
CHARLOTTESVILLE, VIRGINIA

Chapter 54.

Corporations without Capital Stock.

Organization. Powers. General Provisions.

Provisions of §§ 1-16 directory.—Sections 1 through 16 of this chapter are not expressly prohibitory, but rather regulative and directory. Farrington v. Putnam, 90 Me. 405, 37 A. 652.

Sec. 1. Organization.—When 7 or more persons desire to be incorporated as proprietors of a social, military, literary, scientific or county law library; as a Masonic lodge or chapter of any order or degree; as a Masonic association consisting of members of different orders or degrees; as a lodge of the Independent Order of Odd Fellows; as a lodge of the Knights of Pythias; as a tribe of the Improved Order of Redmen; as a division of the Sons of Temperance; as a tent of the Rechabites; as a grange of Patrons of Husbandry; as a Council of the Sovereigns of Industry; as a lodge of the Benevolent and Protective Order of Elks; as a Grand Army Post; as an American Legion Post; as a Veterans of Foreign Wars Post; as a Council of the Boy Scouts of America; as a relief or benefit association for mutual assistance; as a cemetery association; as a monument or memorial association; as a society to promote temperance; as a village improvement society; as an association for the promotion of good municipal government; as a chamber of commerce or board of trade; as a yacht club; or for the purpose of preserving and maintaining a family homestead and the rights of descendants and of members of the family therein; or for any literary, scientific, musical, charitable, educational, social, military, agricultural, moral, religious or benevolent purpose; they may apply in writing to any justice of the peace in the county, who may issue his warrant, directed to one of said applicants, requiring him to call a meeting thereof at such time and place as the justice may appoint. (R. S. c. 50, § 1. 1951, c. 143.)

Cross references.—See c. 53, § 6, re exemption from filing fees for charitable and benevolent corporations; c. 58, § 1, re burying grounds and cemeteries; c. 60, §§ 244-257, re organization of nonprofit hospital and medical service.

Cemetery corporations not included.—Although it is provided in c. 58, § 1, that cemetery corporations shall be organized as provided in this chapter, the legislature has not regarded such corporations to be included within the other provisions of this chapter, but instead has made special provision for them in c. 58. In re Estate of Hill, 131 Me. 211, 160 A. 916.

Cited in Farrington v. Putnam, 90 Me. 405, 37 A. 652; Marcoux v. Society of Beneficence St. John Baptist, 91 Me. 250, 39 A. 1027; McKenney v. Bowie, 94 Me. 397, 47 A. 918; Seven Star Grange No. 73 v. Ferguson, 98 Me. 176, 56 A. 648; Webber Hospital Ass'n v. McKenzie, 104 Me. 320, 71 A. 1032; Flye v. First Congregational Parish, 114 Me. 158, 95 A. 783; Camp Emoh Associates v. Lyman, 132 Me. 67, 166 A. 59; Ferry Beach Park Ass'n v. Saco, 136 Me. 202, 7 A. (2d) 428; Calais Hospital v. Calais, 138 Me. 234, 24 A. (2d) 489; Bourque-Lanigan Post No. 5 v. Carey, 148 Me. 114, 90 A. (2d) 710.

Sec. 2. Notice of meeting; waiver.—The applicant mentioned in the preceding section may call a meeting by reading the warrant in the presence and hearing of each applicant, or by leaving an attested copy thereof at his last and usual place of abode, at least 14 days before the day of meeting, or by publishing an attested copy thereof in some newspaper printed in said county for 2 weeks successively, the 1st publication to be at least 14 days before the day of meeting. If all the signers of the application to the justice of the peace shall in writing waive

notice and fix a time and place of such meeting, no notice or publication shall be necessary. All organizations prior to July 3, 1931 under the provisions of this chapter, at which all the signers of the application to the justice of the peace waived notice and fixed a time and place for meeting, are legalized. (R. S. c. 50, § 2.)

Cited in McKenney v. Bowie, 94 Me. 397, 47 A. 918; In re Estate of Hill, 131 Me. 211, 160 A. 916.

Sec. 3. Organization and powers; change of name; proceedings; fee.—When assembled pursuant to the warrant, they may organize themselves into a corporation, adopt a corporate name, and they, their associates and successors, may have continual succession; have a common seal; elect all necessary officers; adopt by-laws not inconsistent with law and enforce the same by suitable penalties; have the same rights and be under the same liabilities as other corporations in prosecuting and defending suits at law; and enjoy all other rights, privileges and immunities of a legal corporation. Any corporation organized under the provisions of this section may vote by a majority vote, at a meeting of its members at which at least 25% are present, to change its name and adopt a new one, such notice of the intention to change the name to be given in the call for the meeting; and when the proceedings of such meeting relating to such change of name, certified by the clerk or secretary thereof, are returned to the office of the secretary of state to be recorded by him, the name shall be deemed changed; and the coporation, under its new name, has the same rights, powers and privileges, and is subject to the same duties, obligations and liabilities as before, and shall hold and be entitled to the same property and property rights as it held under its former name, and may sue or be sued by its new name; but no action brought against it by its former name shall be defeated on that account. A certificate of the change of the name of such corporation shall be filed by the clerk or secretary of the corporation in the registry of deeds in the county in which the corporation has its location, within 20 days after the proceedings of the meeting are returned to the office of the secretary of state. No fee shall be required therefor by the secretary of state but the registry of deeds shall receive for recording such certificate the fee of 50c. (R. S. c. 50, § 3.)

Compliance with this section is mandatory.—To form a corporation under this section, its terms must be complied with, and this must be proved when the existence of the corporation is in controversy. McKenney v. Bowie, 94 Me. 397, 47 A. 918.

Sec. 4. Certificate recorded in registry of deeds and office of secretary of state.—Before commencing business, the president, treasurer and a majority of the directors or trustees or officers of whatever designation corresponding thereto of every corporation organized under the provisions of the foregoing sections shall prepare a certificate setting forth the name and purposes of the corporation, the town where located, the number and names of the officers and shall sign and make oath to it; and after it has been examined by the attorney general and been by him certified to be properly drawn and signed and to be conformable to the constitution and laws, it shall be recorded in the registry of deeds in the county where said corporation is located, in a book kept for that purpose; and within 60 days after the day of the meeting at which such corporation is organized, a copy thereof certified by such register shall be filed in the office of secretary of state, who 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. No fee shall be required hereunder by the attorney general or secretary of state, but registers of deeds shall receive for recording such certificate the fee of $2. (R. S. c. 50, § 4. 1945, c. 71. 1949, c. 349, § 88.)

Sec. 5. Power to hold property.—Every corporation organized under

the provisions of the preceding sections may take and hold by purchase, gift, devise or bequest, personal or real estate, in all not exceeding in value $500,000, owned at any 1 time, and may use and dispose thereof only for the purposes for which the corporation was organized. Provided, however, that any corporation organized under the provisions of this chapter for the purpose of establishing and maintaining a hospital, a free public library or a school or academy accredited by the department of education and conducted on a nonprofit basis, or a laboratory exclusively engaged in research for the benefit of mankind, or a private vocational school conducted on a nonprofit basis may receive and hold real and personal estate to any amount, which may from time to time be given, granted, bequeathed or devised to it and accepted by the corporation for the uses and purposes of said hospital, free public library, school or academy or laboratory; provided always, that both the principal and income thereof shall be appropriated according to the terms of the donation, devise or bequest. (R. S. c. 50, § 5. 1947, c. 141. 1949, cc. 25, 197. 1951, c. 316.)

Breach of limitation may not be asserted by private party.—It is apparent that the limitation upon this class of corporations, not applicable to many others, is a matter of public policy. As such, it is for the state alone to take advantage of its breach, if it chooses, or it may waive it; and consequently private parties cannot be permitted to assert against the corporation a violation of the limitation. Farrington v. Putnam, 90 Me. 405, 37 A. 652.

Bequests which cause holdings of a corporation to exceed $500,000 are voidable only, and may be avoided by the state alone, and are in no sense to be regarded as void. Farrington v. Putnam, 90 Me. 405, 37 A. 652.

Cited in Bourque-Lanigan Post No. 5 v. Carey, 148 Me. 114, 90 A. (2d) 710.

Sec. 6. Facilities for winter sports.—Any corporation organized under the provisions of this chapter, and which owns, operates and maintains facilities for recreation for the benefit of the people of the state and not as a commercial proposition, may enclose so much of the surface of any great pond, not exceeding 5 acres in area, during the time when said area is covered with ice, as is not being used for ice cutting operations, for the purpose of maintaining on said area facilities for winter sports of any kind; and shall have the right to exclude from said area persons not contributing to the financial support of said corporation, and may make and enforce rules and regulations for the use of said area for the purpose of insuring the use and enjoyment thereof and the protection of persons using said facilities. (R. S. c. 50, § 6.)

Sec. 7. Change of name. — Any corporation organized without capital stock may change its name at a legal meeting of its directors, trustees or managing board, however designated, in the manner, with the effect and subject to the provisions contained in section 78 of chapter 53. (R. S. c. 50, § 7.)

Sec. 8. Change of purposes.—Any corporation organized without capital stock may change its purposes at a legal meeting of its directors, trustees or managing board, however designated, in the manner, with the effect and subject to the provisions contained in section 75 of chapter 53 except that no fee shall be charged. (1947, c. 8. 1951, c. 347.)

Sec. 9. Corporations without capital stock, trustees.—Corporations without capital stock may become trustees under the provisions of section 14 of chapter 58. (R. S. c. 50, § 8.)

Sec. 10. Consolidation.—Any two or more corporations organized without capital stock and existing under the laws of this state may consolidate into a single corporation which may be either one or any one of said corporations, or a new corporation under the laws of this state to be formed by means of such consolidation. Such a consolidation may be effected by vote of the directors, trustees or managing board however designated of each of said corporations at a legal

meeting thereof ratifying a proposed agreement of consolidation, which agreement shall then be submitted to the attorney general for his certification as conformable to the laws of this state and when certified by him shall then be recorded in the registry of deeds in the county where the consolidated corporation is located and in the county or counties where each of the constituent corporations is located, and a copy thereof certified by the register of deeds shall be filed in the office of the secretary of state. When said agreement is so certified, recorded and filed, the separate existence of all of the constituent corporations, or all of such constituent corporations except the one into which such constituent corporations shall have been consolidated, shall cease and the constituent corporations, whether consolidated into a new corporation or merged into one of such constituent corporations, as the case may be, shall become the consolidated corporation by the name provided in said agreement, possessing all the rights, privileges, powers, franchises and immunities as well of a public as of a private nature, and being subject to all the liabilities, restrictions and duties of each of such corporations so consolidated and all and singular the rights, privileges, powers, franchises and immunities of each of said corporations, and all property, real, personal and mixed, and all debts due to any of said constituent corporations on whatever account and all other things in action of or belonging to each of said corporations shall be vested in the consolidated corporation; and all property, rights, privileges, powers, franchises and immunities, and all and every other interest shall be thereafter as effectually the property of the consolidated corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, under the laws of this state, vested in any of such constituent corporations, shall not revert or be in any way impaired by reason thereof; provided that all rights of creditors and all liens upon the property of any of said constituent corporations shall be preserved unimpaired, limited to the property affected by such liens at the time of the consolidation, and all debts, liabilities and duties of the respective constituent corporations shall henceforth attach to said consolidated corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. (R. S. c. 50, § 9.)

Sec. 11. Charitable corporations, suits by or against.—No corporation, organized for charitable or benevolent purposes, shall sue any of its members for dues or contributions of any kind, or be sued by any member for any benefit or sum due him, but all such rights and benefits, dues and liabilities shall be regulated and enforced only in accordance with its by-laws. (R. S. c. 50, § 10.)

History of section.—See Smith v. Relief Ass'n of Portland Fire Dept., 128 Me. 417, 149 A. 23.

Source of funds determines charitable designation.—It is the source whence the funds are derived, and not the purpose to which they are dedicated, which constitutes the use charitable. If derived from the gift of the government or a private gift for improving a town, they are charitable. But where a fund is wholly derived from rates and assessments, being in no respect derived from bounty or charity, it is not charitable. St. Clement v. L'Institut Jacques Cartier, 95 Me. 493, 50 A. 376.

Mutual insurance corporations not exempt from suit.—Corporations organized under this chapter, for the purpose of mutual insurance are not exempt from suit by its members. They are neither charitable nor benevolent societies which are exempt from such suits. St. Clement v. L'Institut Jacques Cartier, 95 Me. 493, 50 A. 376.

But public charity may lay assessments and receive contributions from inmates.—Neither power to lay assessments, nor contributions of money by inmates to pay a portion of the expenses of their maintenance, renders a public charity private. Smith v. Relief Ass'n of Portland Fire Dept., 128 Me. 417, 149 A. 23.

Public charity may be restricted to specified recipients.—The benefits of a public charity need not be available to any resident but may be restricted to certain specified recipients. Smith v. Relief Ass'n of Portland Fire Dept., 128 Me. 417, 149 A. 23.

Sec. 12. Use of name of state in title, forfeiture of appropriation.—No charitable institution or association of a private or of a semipublic nature, incorporated by special act of the legislature or organized in conformity with section 1 after the 11th day of July, 1913, shall use the name of the state in its title. Provided, however, that the members of any existing voluntary association established prior to said day and theretofore using the name of the state in its title may, subsequent to said day, incorporate under the same title in conformity with said section 1. If, upon complaint by any person, the governor and council, after notice and hearing, find that any institution or association has violated the provisions of this section, such institution or association shall forfeit its right to any appropriation from the state. (R. S. c. 50, § 11.)

Sec. 13. Protection of certain corporations or organizations in use of names; prior and exclusive use of names.—No person, society, association or corporation shall assume, adopt or use the name of a benevolent, humane, fraternal or charitable organization incorporated under the laws of this state, or any other state, or of the United States, or holding its charter or warrant under some recognized supreme grand body having authority to issue the same, or a name so nearly resembling the name of such incorporated or chartered organization as to be a colorable imitation thereof or calculated to deceive persons not members with respect to such organizations. In all cases where 2 or more such societies, associations, corporations or organizations claim the right to the same name, or to names substantially similar as above provided, the organization which was first organized and used the name, or first became incorporated under the laws of the United States or of any state, shall be entitled in this state to the prior and exclusive use of such name, and the rights of such societies, associations, corporations or organizations and of their individual members shall be fixed and determined accordingly. (R. S. c. 50, § 12.)

See § 16, re penalty.

Sec. 14. Badge, button, emblem, decoration, etc., not worn, or name assumed, without authority. — No person shall wear or exhibit the badge, button, emblem, decoration, insignia or charm, or shall assume or use the name of any benevolent, humane, fraternal or charitable corporation incorporated under the laws of this state, or any other state, or of the United States, or holding its charter or warrant under some recognized supreme grand body having authority to issue the same, or shall assume or claim to be a member thereof, or of a benevolent, humane, fraternal or charitable corporation or organization, the name of which shall so nearly resemble the name of any other corporation or organization existing prior to the organization of the corporation, organization or association of which such person may claim to be a member, the name whereof may be calculated to deceive the people with respect to any such prior corporation or organization, unless he shall be authorized under the laws, statutes, rules, regulations and by-laws of such former corporation or organization to wear such badge, button, emblem, decoration, insignia or charm, or to use and assume such name as a member thereof. Provided, however, that nothing in the provisions of this chapter shall be construed to forbid the use of such badge as a measure of protection by the wife, mother, sister or daughter of any man entitled to wear the same. (R. S. c. 50, § 13.)

See § 16, re penalty; c. 14, § 84, re unauthorized use of badge of certain organizations.

Sec. 15. Injunction restraining violation.—Whenever there shall be an actual or threatened violation of any of the provisions of the 2 preceding sections, the supreme judicial court and the superior court shall have jurisdiction to issue an injunction, upon notice to the defendant of not less than 5 days, restraining such actual or threatened violation, and if it shall appear to the court that the

defendant is in fact using the name of a benevolent, humane, fraternal or charitable corporation or organization, incorporated or organized as aforesaid, or a name so nearly resembling it as to be calculated to deceive the public, or is wearing or exhibiting the badge, insignia or emblem of such corporation or organization without authority thereof and in violation of the 2 preceding sections, an injunction may be issued, enjoining or restraining such actual or threatened violation, without requiring proof that any person has in fact been misled or deceived thereby. (R. S. c. 50, § 14.)

See c. 107, § 4, re equity jurisdiction.

Sec. 16. Violation of §§ 13 or 14.—Whoever violates the provisions of sections 13 or 14 shall be punished by a fine of not more than $50, or by imprisonment for not more than 30 days, or by both such fine and imprisonment. (R. S. c. 50, § 15.)

County Law Libraries.

Sec. 17. County law library association.—In every county where 5 or more attorneys reside, any 5 of them may procure themselves and the other attorneys resident in the county to be incorporated as aforesaid for the purpose of establishing a law library; and the notification required, if posted in some conspicuous part of the courthouse 7 days previous to their meeting, is sufficient; they may take the name of "The trustees of the law library in the county of . . . ." and at such meeting, which shall be held at a term of the court therein, they may choose a clerk, librarian and treasurer, to be sworn and hold their offices during the pleasure of the corporation; they may make all necessary and lawful regulations; and at their meetings, the oldest member present shall preside. (R. S. c. 50, § 16.)

Sec. 18. Duties of treasurer and clerk.—The treasurer of each library association, under the direction of the trustees, shall apply all moneys received of the county treasurer, and all bequests and gifts, to form a law library under the appointed regulations; and the clerk shall keep an exact record of all their proceedings. (R. S. c. 50, § 17.)

See c. 89, § 135, re payments to county law libraries.

Sec. 19. Accounts of treasurer.—The treasurer shall keep an exact account of all moneys, gifts and bequests belonging to the corporation, and annually settle the same on oath, in the manner prescribed; and the treasurer, librarian and clerk shall be answerable for all misfeasance in an action by the corporation. The treasurer shall, annually, before the 2nd Wednesday in January deposit in the office of the treasurer of state a statement of the funds received by the corporation during the year preceding. (R. S. c. 50, § 18.)

Proprietors of Lands and Wharves.

History of §§ 20 to 23.—See Burpee v. Burpee, 118 Me. 1, 105 A. 289.

Sec. 20. Warrant for calling meetings.—When any 5, or a majority, of the proprietors of lands or wharves held in common desire a meeting of the proprietors for the purpose of forming a corporation or for any other purpose, they may make written application signed by them or their agents to any justice of the peace residing in the county in which the lands or wharves are situated; said justice shall thereupon issue his warrant calling a meeting at the time and place and for the purposes distinctly stated in the application, directed to one of the proprietors, requiring him to give notice thereof. (R. S. c. 50, § 19.)

Cross reference.—See notes to §§ 21 and 24.

Unless objection made at a meeting, its legality cannot afterwards be challenged.—If a meeting be called on application of persons calling themselves proprietors, and no objection is made by any one at the meeting, that it was not rightfully

called, the legality of the meeting cannot afterwards be challenged on grounds that the applicants were not proprietors. Dolloff v. Hardy, 26 Me. 545.

Applied in Copp v. Lamb, 12 Me. 312; Evans v. Osgood, 18 Me. 213.

Stated in Innman v. Jackson, 4 Me. 237.

Sec. 21. Notice.—If the lands lie in one or more incorporated towns, a notice in writing shall be posted in some public place in each, and published in the state paper, and in 1 of the newspapers printed in the county where any part of them lies, 14 days before the meeting; but if not, in the state paper, and in 1 other newspaper, if any, in the county where any part of them lies, 4 weeks successively next before the meeting; or the meeting may be warned by posting written notifications in some public place in each town where any proprietor resides, 14 days before the time appointed therefor. (R. S. c. 50, § 20.)

Illegally notified meeting may be ratified by subsequent legal meeting.—If the person to whom the warrant to call a meeting is directed, as provided in section 20, makes his return thereon generally, that he had notified the proprietors "as the law directs," and the proprietors meet at the time and place, and the proceedings are ratified at a subsequent legal meeting, it cannot afterwards be objected that the meeting was not legally notified. Dolloff v. Hardy, 26 Me. 545.

Failure to notify one meeting will not affect validity of legally notified meetings.—If, in some of the meetings, there was a failure to give the required notice, that would not affect the validity of prior or subsequent meetings for which legal notices had been given. Brackett v. Persons Unknown, 53 Me. 228.

Cited in Warren v. Davis, 42 Me. 343.

Sec. 22. Officers; future meetings.—At such meeting, such proprietors as assembled in person or by attorney may organize into a corporation if not already so organized, choose a moderator, clerk, treasurer, assessors, collector of taxes, committees and other needful officers; and may by vote decide upon the manner of calling and notifying future meetings. (R. S. c. 50, § 21.)

Establishment of method of calling future meetings does not preclude statutory method.—If the proprietors of common lands, at a meeting regularly called, establish by their votes a mode of calling their future meetings, under the authority given by this section for that purpose, the right of calling their meetings in manner provided by the statute, by application of the requisite number of proprietors to a justice of the peace, still remains; and meetings may be legally called in either of the modes. Dolloff v. Hardy, 26 Me. 545.

Stated in Evans v. Osgood, 18 Me. 213.

Cited in Long Wharf v. Palmer, 37 Me. 379.

Sec. 23. Officers sworn. — The clerk, treasurer, assessors and collector shall be sworn by the moderator or a justice of the peace, and the clerk shall record the votes passed at all meetings. (R. S. c. 50, § 22.)

Successor to deceased clerk may complete records.—When the clerk of a proprietors' meeting makes minutes on a paper of the proceedings of a meeting, but dies before he has regularly entered the same upon the book of records, the proprietors' clerk, subsequently chosen, may rightfully make up the record from such minutes. Dolloff v. Hardy, 26 Me. 545.

Applied in Brackett v. Persons Unknown, 53 Me. 228.

Sec. 24. Business specified in warrant; votes counted.—No business shall be acted upon at any meeting unless distinctly expressed in the warrant therefor; the proprietors' votes shall be counted according to the interest of each in the common lands, if known, and in that way the moderator shall make certain all doubtful votes; and they may pass by-laws as to the management, improvement, division and disposal of their lands or wharves, subject to the approval of the county commissioners of the county where the lands lie, and may annex penalties to the breach of them, not exceeding $3 for 1 offense, to be disposed of as they direct. (R. S. c. 50, § 23.)

Subjects to be acted upon may be in application annexed to warrant.—Where the subjects to be acted upon at a meeting of proprietors of land, organized into a pro-

priety under the provisions of secton 20, were enumerated in the application to a justice of the peace, for the calling of the meeting, and the application was annexed to the warrant, it was held to be as well as if those subjects had been particularly stated in the warrant itself. Williams College v. Mallett, 12 Me. 398.

Sec. 25. Prosecution and defense of actions. — The proprietors may prosecute and defend suits by their agent, and the certificate of the proprietors' clerk is evidence of such agency. (R. S. c. 50, § 24.)

Applied in Proprietors of Roxbury v. Huston, 37 Me. 42.

Sec. 26. Raising and assessment of moneys; publication. — At any legal meeting, the proprietors may raise money for bringing forward, completing the settlement of, managing or improving said lands, or for their common good, and assess the same according to their interests in the lands; and the treasurer, collector or committee shall publish such assessment in the same manner as a meeting of the proprietors is notified. (R. S. c. 50, § 25.)

Sec. 27. Payment enforced by sale.—If any proprietor neglects to pay his assessment to the treasurer, collector or committee for 6 months, if he resides in the state, otherwise for 12 months, then the committee may, from time to time, sell at auction so much of his right in the common lands as is sufficient to pay his tax and the reasonable charges of sale, after notice thereof posted as aforesaid and published in 2 of the newspapers before named, 5 weeks successively next before the time of sale; and may give deeds thereof in fee to the purchaser. (R. S. c. 50, § 26.)

Notice period is in addition to periods of delinquency.—The five weeks' notice required by this section to be given previous to the sale of delinquent proprietors' lands, is to be computed after the expiration of the six and twelve months, mentioned herein. Innman v. Jackson, 4 Me. 237.

Committee may consist of one person.—Under this section the committee for the sale of the lands of delinquent proprietors, might consist of one person only; and a designation of the collector, for that purpose, by the name of his office alone, is sufficient. Farrar v. Eastman, 5 Me. 345.

Applied in Farrer v. Perley, 7 Me. 404.

Sec. 28. Right of redemption.—The proprietor of the right so sold may redeem it within a year by paying to the committee the sum for which it was sold, with $12 for each hundred produced by such sale, and in that proportion for a greater or less sum. (R. S. c. 50, § 27.)

Sec. 29. Treasurer's powers and duties.—The treasurer may sue for and collect all debts due to the proprietors and shall render his account of all moneys received and paid; and he shall hold his office during their pleasure. (R. S. c. 50, § 28.)

Sec. 30. Management of property; proxies.—A majority of proprietors present at any legal meeting may order, manage, improve, divide or dispose of their lands as they choose; and may vote in person or by attorney appointed in writing. (R. S. c. 50, § 29.)

Proprietor may withdraw from corporation.—The interest of each proprietor, while he continues such, is subject to the control of the majority; but he may have partition against the corporation, and thereby withdraw from it. The propriety, however, are under no obligation to suspend their proceedings, in order to give opportunity for the exercise of this right. Williams College v. Mallett, 12 Me. 398; Burpee v. Burpee, 118 Me. 1, 105 A. 289.

Stated in Cary v. Whitney, 48 Me. 516.

Sec. 31. Proprietors' records.—After a final division of their common property, the proprietors shall cause their records to be deposited in the office of the clerk of the town in which some part of such land lies; and he may record votes and certify copies of such records as the proprietors' clerk might have done;

and the last clerk chosen shall continue in office until the records are so deposited. (R. S. c. 50, § 30.)

Purpose of section.—The provision of this section is for the benefit of the purchasers of the estates of the proprietary, that there may be a convenient place where its records may be deposited, but, if it is not done, it was not the intention of the legislature that their estates should be injuriously affected by the failure of the clerk of their grantor to perform his duty. Brackett v. Persons Unknown, 53 Me. 228.

Deposit of records not imperative.—The section does not make it imperative on the proprietary clerk to deposit his records. Brackett v. Persons Unknown, 53 Me. 228.

Original record does not require certificate of town clerk.—When the original record is produced, it is manifestly superior in trustworthiness to any copy, and needs not the certificate of the town clerk for its authentication. Brackett v. Persons Unknown, 53 Me. 228.

Where no objections are made to the legality of the records of a proprietary, it is a presumption of law, that they have been made conformably to the requirements of the statutes in force at the time of the transactions therein recorded. Long Wharf v. Palmer, 37 Me. 379.

Sec. 32. Certain corporate powers continued for 10 years after final division.—A final division shall not dissolve the corporation until 10 years thereafter; but the last proprietors in common and their heirs shall continue in their corporate capacity for the collection and payment of all debts due to or owing by the corporation; and may call and hold meetings, and vote assessments to pay their debts and all other charges necessary for closing their business. (R. S. c. 50, § 31.)

Sec. 33. Money raised for highways.—The owners of an unincorporated township or tract may call meetings to raise money for making and repairing highways lawfully laid out, and to choose officers to assess and collect it. (R. S. c. 50, § 32.)

See c. 89, § 55, re ways in places not incorporated.