

# MAINE STATE LEGISLATURE

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## CHAPTER 81

## GENERAL PROVISIONS

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## SUBCHAPTER I

## ORGANIZATION; MEETING; CERTIFICATES

Sec.	
901.	Organization.
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## § 901. 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 chapter of the Disabled American Veterans; as a post of the American Veterans of World War II; as a local citizens' group to foster, encourage and assist the physical location, settlement or resettlement of industry, manufacturing and other business enterprises in any locality within the State; 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.1954, c. 54, § 1; 1955, c. 302; 1959, c. 378, § 38.

### § 902. Notice of meeting; waiver

The applicant mentioned in section 901 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 first 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 this chapter, chapter 91 and Title 27, chapter 7, 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.1954, c. 54, § 2.

**§ 903. Recording certificate**

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 sections 901, 902 and 931 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. 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. 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 by the Attorney General or Secretary of State, but registers of deeds shall receive for recording such certificate the fee of \$2.

R.S.1954, c. 54, § 4.

## SUBCHAPTER II

## POWERS

Sec.

931. Powers; change of name; proceedings; fee.

932. Right to hold property.

933. Change of name.

934. Change of purpose.

935. Right to act as trustees.

936. Facilities for winter sports.

**§ 931. 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 bylaws 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 civil actions; and enjoy all other rights, privileges and immunities of a legal

corporation. Any corporation organized under 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. 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. The corporation, 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 50¢.

R.S.1954, c. 54, § 3; 1963, c. 414, § 37.

### § 932. Right to hold property

Every corporation organized under sections 901 to 931 may take and hold by purchase, gift, devise or bequest, personal or real estate, in all not exceeding in value \$500,000 or in any one town 10% of that town's state valuation, whichever is lower, owned at any one time, and may use and dispose thereof only for the purposes for which the corporation was organized. Any corporation organized under this chapter and Title 27, chapter 7, 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 an educational television or radio station operated on a nonprofit basis, 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, laboratory, or educational television or radio station provided always both the principal and income thereof shall be

appropriated according to the terms of the donation, devise or bequest.

The limitations of this section as to the holding of real and personal property shall not apply to a corporation formed under this chapter for the purpose of fostering, encouraging and assisting the physical location, settlement and resettlement of industrial and manufacturing enterprises within the State.

Corporations formed under this chapter for the purposes of fostering, encouraging and assisting the physical location, settlement and resettlement of industrial and manufacturing enterprises within the State shall have the power to use, sell, convey, mortgage, lease or rent real or personal property and to do any and all things necessary to carry out the purposes of such corporation.

R.S.1954, c. 54, § 5; 1955, c. 280; 1957, c. 430, § 5; 1959, c. 378, § 39; 1961, c. 380, § 2.

### § 933. 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 204.

R.S.1954, c. 54, § 7.

### § 934. Change of purpose

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 201, except that no fee shall be charged.

R.S.1954, c. 54, § 8.

### § 935. Right to act as trustees

Corporations without capital stock may become trustees under section 1222.

R.S.1954, c. 54, § 9.

### § 936. Facilities for winter sports

Any corporation organized under 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.1954, c. 54, § 6.

### SUBCHAPTER III

### CONSOLIDATION

Sec.

961. Procedure.

#### § 961. Procedure

Any 2 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. 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. 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.1954, c. 54, § 10.

#### SUBCHAPTER IV

#### MISCELLANEOUS PROVISIONS

Sec.

- 981. Charitable corporations, suits by or against.
- 982. Use of state name; forfeiture of appropriation.
- 983. Protection in use of name.
- 984. Use of badges, emblems or names without authority
- 985. Injunctions.
- 986. Violations.

#### § 981. 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 bylaws.

R.S.1954, c. 54, § 11.

**§ 982. Use of state name; 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 901 after the 11th day of July, 1913, shall use the name of the State in its title. 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 901. If, upon complaint by any person, the Governor and Council, after notice and hearing, find that any institution or association has violated this section, such institution or association shall forfeit its right to any appropriation from the State.

R.S.1954, c. 54, § 12.

**§ 983. Protection in use of name**

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.1954, c. 54, § 13.

**§ 984. Use of badges, emblems or names 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 bylaws 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. Nothing in 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.1954, c. 54, § 14.

### § 985. Injunctions

Whenever there shall be an actual or threatened violation of any of the provisions of sections 983 and 984, 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. 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 provided, 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 sections 983 and 984, 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.1954, c. 54, § 15.

### § 986. Violations

Whoever violates sections 983 or 984 shall be punished by a fine of not more than \$50 or by imprisonment for not more than 30 days, or by both.

R.S.1954, c. 54, § 16.