

MAINE STATE LEGISLATURE

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ONE HUNDRED AND SEVENTH LEGISLATURE

Legislative Document

No. 1598

H. P. 1291

House of Representatives, April 2, 1975

On Motion of Mr. Gauthier of Sanford, referred to Committee on Judiciary.
Sent up for concurrence and ordered printed.

EDWIN H. PERT, Clerk

Presented by Mr. Spencer of Standish.

STATE OF MAINE

IN THE YEAR OF OUR LORD NINETEEN HUNDRED
SEVENTY-FIVE

AN ACT Concerning the Formation of Corporations without Capital Stock.

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

Sec. 1. 13 MRSA § 901, 1st sentence, as amended by PL 1967, c. 525, § 14, is repealed and the following enacted in place thereof:

When 3 or more persons desire to be incorporated for any literary, scientific, musical, charitable, educational, social, agricultural, moral, religious, environmental, civic or other lawful and benevolent purpose, as a corporation without capital stock, they, as incorporators, may do so by calling and holding a meeting to organize the corporation, and by preparing and filing a certificate as set forth in section 903.

Sec. 2. 13 MRSA § 902, 1st and 2nd sentences are repealed and the following enacted in place thereof:

A majority of the incorporators mentioned in section 901 may call a meeting to organize the corporation by personally notifying each incorporator, or by leaving an attested copy of a notice of the meeting, setting forth the date, time and place of such meeting, at his last and usual place of abode, at least 14 days before the day of the meeting, or by publishing an attested copy thereof in some newspaper printed in the county where said corporation is located for 2 weeks successively, the first publication to be at least 14 days before the day of meeting. If all the incorporators shall, in writing, waive notice and fix a date, time and place of such meeting, no notice or publication shall be necessary.

Sec. 3. 13 MRSA § 903, 1st sentence is amended to read:

Before commencing business, the president, treasurer and a majority of the directors or trustees or incorporators or officers of whatever designation cor-

responding 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, the general purposes of the corporation, that the corporation is not organized for profit and that no property or profit of the corporation shall inure to the benefit of any person, partnership or corporation except in furtherance of the benevolent purposes of the corporation, and shall sign and make oath to it.

Sec. 4. 13 MRSA § 931, 1st sentence is amended to read:

When assembled pursuant to the ~~warrant~~ call of a majority of the incorporators, 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.

STATEMENT OF FACT

The purpose of this Act is to amend the laws relating to the formation of nonprofit corporations by removing the listing by name or organizations that may become nonprofit corporations and replace the list with a general description, to specifically include in the general description, corporations formed for environmental purposes, to remove the requirement that a justice of the peace warrant be obtained to organize such a corporation and to add the requirement that the incorporation certificate include the general purposes of the corporation and state its nonprofit nature.