

MAINE STATE LEGISLATURE

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S.
D. OF R.

LD 1942
(Filing No. S-440)

STATE OF MAINE
SENATE
108TH LEGISLATURE
SECOND REGULAR SESSION

COMMITTEE AMENDMENT "A" to S.P. 625, L.D. 1942, Bill, "AN ACT to Correct Oversights in the Nonprofit Corporation Act."

Amend the bill by striking out section 1 and inserting in its place the following:

'Sec. 1. 13 MRSA §901, last sentence, as enacted by PL 1977, c.525, §3, is amended to read:

This section shall not apply to corporations which must be organized under Title 13-B or which elect to be organized under Title 13-B.'

Further amend the bill by inserting after section 1 the following new sections:

'Sec. 2. 13 MRSA §931, last sentence, as enacted by PL 1977, c.525, §4, is amended to read:

This section shall not apply to corporations organized under or ~~electing-to-be~~ governed by Title 13-B.'

Sec. 3. 13 MRSA §932, last sentence, as enacted by PL 1977, c.525, §5, is amended to read:

This section shall not apply to corporations organized under or ~~electing-to-be~~ governed by Title 13-B.

Sec. 4. 13 MRSA §934, last sentence, as enacted by PL 1977, c.525, §6, is amended to read:

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This section shall not apply to corporations organized under or ~~electing-to-be~~ governed by Title 13-B.

Sec. 5. 13 MRSA §937, last sentence, as enacted by PL 1977, c.525, §8, is amended to read:

This section shall not apply to corporations organized under or ~~electing-to-be~~ governed by Title 13-B.

Sec. 6. 13 MRSA §938, last sentence, as enacted by PL 1977, c.525, §9, is amended to read:

This section shall not apply to corporations organized under or ~~electing-to-be~~ governed by Title 13-B.

Sec. 7. 13 MRSA §940, last sentence, as enacted by PL 1977, c.525, §10, is amended to read:

This section shall not apply to corporations organized under or ~~electing-to-be~~ governed by Title 13-B.

Sec. 8. 13 MRSA §961, last sentence, as enacted by PL 1977, c.525, §11, is amended to read:

This section shall not apply to corporations organized under or ~~electing-to-be~~ governed by Title 13-B.

Further amend the bill by inserting after section 3 the following new sections:

'Sec. 4. 13 MRSA §983, last sentence, as enacted by PL 1977, c. 525, §12, is amended to read:

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This section shall not apply to corporations organized under or ~~electing-to-be~~ governed by Title 13-B.

Sec. 5. 13-B MRSA §102, sub-§4, as enacted by PL 1977, c.525, §13, is repealed and the following enacted in its place:

4. Corporation. "Corporation" or "domestic corporation" means a nonprofit corporation subject to this Act, including a nonprofit hospital and medical organization subject to Title 24, chapter 19. It shall not include:

- A. A foreign corporation;
- B. A corporation subject to the laws regulating banking and insurance companies; or
- C. An instrumentality, agency, political subdivision or body politic and corporate of the State.

Sec. 6. 13-B MRSA §102, sub-§8, as enacted by PL 1977, c.525, §13, is amended to read:

8. Member. "Member" includes persons by whatever name designated, including corporators, and means one having membership rights in a corporation in accordance with the provisions of its articles of incorporation or bylaws. In the case of a corporation without members entitled to vote, references in this Act to acts of members shall be taken to mean acts of directors.

Sec. 7. 13-B MRSA §103, sub-§1, ¶C, as enacted by PL 1977, §25, §13, is repealed and the following enacted in its place:

C. All nonstock corporations created by special Act of the Legislature, and all nonstock corporations located in Maine and created prior to the Articles of Separation by special Act of the General Court of the Commonwealth of Massachusetts; provided the purposes of the corporations are purposes for which a corporation may be organized under this Act.'

Further amend the bill by renumbering the sections to read consecutively.

Statement of Fact

This amendment clarifies the language of the Nonprofit Corporation Act by insuring that governmental bodies are excluded from its scope and that nonprofit hospital and medical organizations and nonstock corporations located in Maine but specially chartered by Massachusetts prior to the Articles of Separation are included. The amendment also clarifies the relationship between the prior Nonstock Corporation Act and the new Nonprofit Corporation Act and states that directors shall have the voting power in nonprofit corporations without members.

Reported by the Committee on Judiciary.

Reproduced and distributed pursuant to Senate Rule 11-A.

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