

MAINE STATE LEGISLATURE

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FORTY-NINTH LEGISLATURE.

SENATE.

No. 15.

AMENDMENT "A"

TO BILL AN ACT FOR THE FORMATION AND REGULATION OF RAILROAD CORPORATIONS.

[Senate Document No. 13.]

Amend by striking out all after the enacting clause and inserting the following :

Mode of Incorporation.

SECTION 1. Any number of persons, not less than
2 five, may become a corporation for the purpose of con-
3 structing and operating a railroad, with all the powers,
4 rights and privileges, and subject to all the require-
5 ments and liabilities prescribed herein and by the
6 general laws of the state concerning railroads, by
7 executing an agreement under their hands and seals,
8 specifying the name of the corporation ; the amount
9 of its capital stock ; the termini of the proposed rail-
10 road, and the counties through which it will pass.
11 Said agreement shall be acknowledged before a justice

12 of the peace, and filed and recorded in the office of
13 the secretary of state. When the foregoing provisions
14 have been complied with, said corporators, their
15 associates, successors and assigns, shall be a corpora-
16 tion the same as if chartered by a special act; and a
17 copy of such agreement, so filed, duly certified by the
18 secretary of state and under the seal thereof, shall be
19 evidence of its existence.

Temporary organization and subscription of stock.

SECT. 2. The persons named in said agreement, or
2 any three of them, may meet and choose a chairman,
3 clerk and treasurer, the last two shall be sworn, and
4 the treasurer shall give bonds to the corporation to the
5 satisfaction of the corporators. The corporators, thus
6 temporarily organized, shall divide the capital stock
7 into shares of one hundred dollars each, and may
8 cause books of subscription thereto to be opened at
9 such times and places as they deem expedient, to
10 which individuals and corporations may subscribe.

Permanent organization.

SECT. 3. When ten per cent. of the capital stock is
2 subscribed by responsible parties, said corporators may
3 call a meeting of the subscribers to said stock for the
4 choice of directors, by publishing a notice of the time
5 and place thereof in some newspaper printed in some

6 county into which said railroad will extend, if any,
7 otherwise in the state paper, at least three times, the
8 last to be not less than five days before such meeting.
9 At such meeting, the chairman of the corporators shall
10 preside, and their clerk shall act as secretary, record
11 the proceedings and notify the directors of their elec-
12 tion. The chairman shall appoint a committee to
13 determine the qualification of voters, and to receive,
14 sort and count the votes for directors. The subscribers
15 to the stock shall have one vote, in person or by writ-
16 ten proxy, for each share of capital stock for which
17 he has subscribed and on which five dollars has been
18 paid; but no vote shall be received, at any meeting
19 of the stockholders, for a share on which at least five
20 dollars has not been paid, or on which any legal
21 assessment has been made and is due and unpaid at
22 the time such vote is offered.

SECT. 4. At such meeting, a number of directors,
2 not less than seven nor more than eleven, to be deter-
3 mined by the stockholders before election, shall be
4 chosen from the stockholders; a majority of them shall
5 at all times be citizens of the state; they shall hold
6 their offices one year, and until others are chosen and
7 qualified in their places, and may fill vacancies occur-
8 ring in their board between the annual meetings of the

9 stockholders ; and a majority of them shall be a
10 quorum to do business.

SECT. 5. At a meeting of directors, called and noti-
2 fied by the chairman aforesaid, they shall choose one of
3 their number president, who shall also be president of
4 the corporation. They shall also choose a clerk and
5 treasurer, who shall be sworn, and the treasurer shall
6 give bond to the corporation in amount and with sure-
7 ties to the satisfaction of the directors. Thereupon
8 all the books, papers and money in the hands of the
9 corporators or their officers shall be delivered to the
10 directors. They may adopt by-laws not inconsistent
11 with the laws of the state ; borrow money, not exceed-
12 ing the capital stock named in the agreement, for the
13 construction, improvement and maintenance of their
14 road and buildings, and for furniture and rolling stock,
15 and issue bonds therefor, and secure them by mort-
16 gage of their road, franchise and property of all kinds ;
17 take leases of other railroads and give leases of the
18 road of their corporation to any other corporation or
19 persons ; but no such mortgages or leases shall be
20 binding on the corporation until it is ratified by a
21 major vote of the stockholders, present and voting, at
22 a meeting called for the purpose, in conformity with
23 the by-laws. They may also appoint all agents and
24 subordinate officers requisite for the transaction of the

25 business of the corporation, and, in general, exercise
26 the powers of the corporation in all matters not
27 expressly conferred on the stockholders, or on which
28 they do not specially act.

SECT. 6. Annual meetings of the stockholders shall
2 be held for the choice of directors at the time and
3 place and on the notice prescribed in the by-laws or
4 determined by the stockholders ; special meetings of
5 the same may be called by the directors, and shall be
6 called by the president on petition of the holders of
7 ten per cent. of the stock. At all such special meet-
8 ings, the objects thereof shall be particularly set forth
9 in the notice.

SECT. 7. The principal place of business of the
2 corporation shall always be in the state, and its name
3 may be changed and its capital stock increased by a
4 vote of the stockholders ; and in that case a duly
5 certified copy of the fact shall be filed with and
6 recorded by the secretary of state, and shall be evi-
7 dence in the same manner as the original agreement.

SECT. 8. Such corporation shall commence the con-
2 struction of its railroad within two years and complete
3 the same within five years after its permanent organi-
4 zation.

SECT. 9. Said corporation shall have the right to
2 establish and collect such tolls for the transportation

3 of persons and freight over its road as the directors
4 deem fair and reasonable, and have a lien on its
5 freight therefor; but such tolls shall be submitted to
6 and approved by the railroad commissioners, and be
7 subject to change and control by the legislature.

SECT. 10. When the line of any such railroad crosses
2 any navigable water, the corporation shall have the
3 right to build a bridge and make a crossing over the
4 same; but said bridge, its materials, plan and mode
5 of construction and place of crossing, shall first be
6 approved by the railroad commissioners; and the draw
7 thereof shall be of such dimensions as in the opinion
8 of the commissioners will not unnecessarily impede
9 navigation.

SECT. 11. The legislature hereby reserves the right
2 to alter or amend this act, and to regulate corporations
3 formed under it, at any time.

SECT. 12. No company organized under the pro-
2 visions of this act, shall be authorized by virtue
3 thereof, to build any railroad within ten miles of any
4 railroad now in process of construction, within five
5 years from the time this act takes effect.

STATE OF MAINE.

IN SENATE, February 9, 1870.

Proposed by Mr. CUSHING of Waldo, and on his motion laid
on the table and ordered to be printed.

SAMUEL W. LANE, *Secretary.*