

MAINE STATE LEGISLATURE

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NEW DRAFT.

Seventy-first Legislature.

HOUSE.

No. 429

STATE OF MAINE.

IN THE YEAR OF OUR LORD ONE THOUSAND NINE
HUNDRED AND THREE.

AN ACT to amend sections two and sixteen of chapter forty-eight of the Revised Statutes relating to Corporations.

Be it enacted by the Senate and House of Representatives in Legislature assembled, as follows:

Section 1. Section two of chapter forty-eight of the
2 Revised Statutes is hereby amended by adding thereto the
3 following words: "but nothing herein shall prohibit corpo-
4 rations organized under the general law from providing by
5 their by-laws for the division of their directors into classes
6 and their election for a longer term than one year. After
7 the certificate of organization required by law is filed in the
8 office of the secretary of State, directors of all corporations
9 not charged with the performance of any public duty within

10 this State may hold meetings without this State and there
11 transact business and perform all corporate acts not expressly
12 required by statute to be performed within this State. Direc-
13 tors of such corporations may act through committees whose
14 powers shall be defined in the by-laws,' so that said section
15 as amended shall read as follows:

'Section 2. Such officers shall be chosen annually, and
17 shall continue in office until others are chosen and qualified
18 in their stead. There shall not be less than three directors,
19 one of whom shall be by them elected president. No direc-
20 tor can hold such office after he ceases to be a stockholder.
21 The treasurer shall give bond for the faithful discharge of
22 his duties, in such sum, and with such sureties, as are
23 required. The clerk shall be sworn, and shall record all
24 votes of the corporation in a book kept for that purpose, but
25 nothing herein shall prohibit corporations organized under
26 the general law from providing by their by-laws for the
27 division of their directors into classes and their election for
28 a longer term than one year. After the certificate of organ-
29 ization required by law is filed in the office of the secretary
30 of State, directors of all corporations not charged with the
31 performance of any public duty within this State may hold
32 meetings without this State and there transact business and
33 perform all corporate acts not expressly required by statute
34 to be performed within this State. Directors of such corpo-
35 rations may act through committees whose powers shall be
36 defined in the by-laws.'

Sect. 2. Section sixteen of chapter forty-eight of the
2 Revised Statutes is hereby amended by adding thereto the
3 following words: 'but corporations may be formed hereun-
4 der to carry on any lawful business, except banking and
5 insurance, in other states and jurisdictions and, in all such
6 cases, the articles of agreement and certificate of organiza-
7 tion shall state that such business is to be carried on only in

8 states and jurisdictions when and where permissible under
9 the laws thereof; such corporations heretofore organized for
10 the transaction of business in other states or jurisdictions, if
11 otherwise legally organized and now existing, are hereby
12 declared to be corporations under the laws of this State,' so
13 that said section as amended shall read as follows:

'Sect. 16. Three or more persons may associate themselves
15 together by written articles or agreement, for the purpose of
16 forming a corporation to carry on any lawful business,
17 including corporations for manufacturing, mechanical, min-
18 ing or quarrying business and also corporations whose pur-
19 pose is the carriage of passengers or freight, or both, upon
20 the high seas, or from port or ports in this State to a foreign
21 port or ports, or to a port or ports in other states, or the car-
22 riage of freight or passengers, or both, upon any waters
23 where such corporations may navigate; and excepting corpo-
24 rations for banking, insurance, the construction and opera-
25 tion of railroads or aiding in the construction thereof, and
26 the business of savings banks, trust companies or corpora-
27 tions intended to derive profit from the loan or use of money,
28 and safe deposit companies; including the renting of safes
29 in burglar-proof and fire-proof vaults; also excepting tele-
30 graph and telephone companies; but corporations may be
31 formed hereunder to carry on any lawful business, except
32 banking and insurance, in other states and jurisdictions and,
33 in all such cases, the articles of agreement and certificate of
34 organization shall state that such business is to be carried on
35 only in states and jurisdictions when and where permissible
36 under the laws thereof; such corporations heretofore organ-
37 ized for the transaction of business in other states or jurisdic-
38 tions, if otherwise legally organized and now existing, are
39 hereby declared to corporations under the laws of this State.'

Sect. 3. This act shall take effect when approved.

STATE OF MAINE.

IN HOUSE OF REPRESENTATIVES,

AUGUSTA, March 18, 1903.

Reported by Mr. DREW of Portland, from Committee on the Judiciary,
and ordered printed under joint rules.

W. S. COTTON, *Clerk.*