

MAINE STATE LEGISLATURE

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ACTS AND RESOLVES

AS PASSED BY THE

Eighty-first Legislature

OF THE

STATE OF MAINE

1923

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OF THE
STATE OF MAINE

As Passed by the Eighty-First Legislature

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forms provided by the director of sea and shore fisheries. Violations of the agreements of the application shall render the license thereon void. Dumping, destroying or removing any bag, box or other receptacle after command of the director of sea and shore fisheries or his wardens, or when pursued by the director of sea and shore fisheries or his wardens shall be evidence of violation of the agreement of his application and the license of such person shall be revoked. The said director shall keep the clerks of various cities, towns and plantations bordering on the sea shore and other clerks who request them, supplied with blank applications; said clerk shall keep a supply of them on hand and furnish them to applicants. All applications when filled out shall be forwarded to the office of said director together with fees for same. Such licenses shall be granted to expire on the last day of June next succeeding the granting of same, unless sooner revoked, as provided in section twenty. The director in his biennial report shall state the number of licenses granted. He shall issue to each person, firm or corporation licensed as aforesaid a certificate, stating the name of the person, firm or corporation to whom such license shall be granted, the number of said license and the date of expiration of said license.

Approved March 22, 1923.

Chapter 88.

An Act Authorizing the Formation of Non-Profit, Co-operative Associations, With or Without Capital Stock, for the Purpose of Encouraging the Orderly Marketing of Agricultural Products Through Co-operation.

Emergency preamble. Whereas, the agricultural interests of the state are of the utmost importance to the people of this state; and

Whereas, the state faces a demoralized condition of the farming interests, injuriously affecting all other business; and

Whereas, the highest interests of the state generally demand prompt and immediate relief therefrom; and

Whereas, this act is designed and intended to afford such relief and to prevent a repetition of such undesirable conditions; and

Whereas, legislation to afford this relief is immediately necessary for the preservation of the public peace, health and safety; and

Whereas, the foregoing facts, in the judgment of this legislature, constitute an emergency within the meaning of the constitution of this state; now, therefore,

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

Sec. 1. Declaration of policy. In order to promote, foster and encourage the intelligent and orderly marketing of agricultural products through co-operation; and to eliminate speculation and waste; and to make the distribution of agricultural products between producer and consumer as direct as can be efficiently done; to stabilize the marketing of agricultural products; and to provide for the organization and incorporation of co-operative marketing associations for the marketing of such products, this act is passed.

Sec. 2. Definitions. As used in this act;

(a) The term "agricultural products" includes horticultural, viticultural, forestry, dairy, live stock, poultry, bee and any farm products.

(b) The term "member" includes actual members of associations without capital stock and holders of common stock in associations organized with capital stock.

(c) The term "association" means any corporation organized under this act; and

(d) The term "person" includes individuals, firms, partnerships, corporations and associations.

Associations organized hereunder shall be deemed "non-profit," inasmuch as they are not organized to make profit for themselves, as such, or for their members, as such, but only for their members as producers.

(e) For the purpose of brevity and convenience this act may be indexed, referred to and cited as "The Co-operative Marketing Act."

Sec. 3. Who may organize under this act. Eleven or more persons, a majority of whom are residents of this state, engaged in the production of agricultural products, may form a non-profit, co-operative association, with or without capital stock, under the provisions of this act.

Sec. 4. Purposes for which an association may be formed. An association may be organized to engage in any activity in connection with the marketing or selling of the agricultural products of its members; or with the harvesting, preserving, drying, processing, canning, packing, grading, storing, handling, shipping, or utilization thereof, or the manufacturing

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or marketing of the by-products thereof; or in connection with the manufacturing, selling or supplying to its members of machinery, equipment or supplies; or in the financing of the above enumerated activities; or in any one or more of the activities specified herein;

Provided, however, that nothing herein contained shall be construed to authorize a corporation organized hereunder to transact business in any other state, territory or foreign country, contrary to the provisions of the laws of such state, territory or foreign country, and the following corporate purposes shall be exercised only in states and jurisdictions other than Maine, namely, the construction and operation of railroads, or aiding in the construction thereof, telegraph or telephone companies and gas or electrical companies, and such businesses are to be carried on only in states and jurisdictions when and where permissible under the laws thereof.

Sec. 5. Powers granted to associations. It is here recognized that agriculture is characterized by individual production in contrast to the group or factory system that characterizes other forms of industrial production; that the public has an interest in permitting farmers to bring their industry to the high degree of efficiency and merchandising skill evidenced in the manufacturing industries; that it is for the public interest to prevent migration from the farm to the city in order to maintain farm production and to preserve the agricultural supply of the nation; that the public interest demands that the farmer be encouraged to attain a superior and more direct system of marketing, in the substitution of merchandising for the blind, unscientific and speculative selling of crops.

And each association incorporated under this act shall have the following powers:

(a) To engage in any activity in connection with the marketing, selling, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling or utilization of any agricultural products produced or delivered to it by its members, or the manufacturing or marketing of the by-products thereof; or any activity in connection with the purchase, hiring or use by its members of supplies, machinery or equipment; or in the financing of any such activities; or in any one or more of the activities specified in this section. No association, however, shall handle the agricultural products of any non-member, except for storage.

(b) To borrow money without limitation as to amount of corporate indebtedness or liability; and to make advance payments and advances to members.

(c) To act as the agent or representative of any member or members in any of the above mentioned activities.

(d) To purchase or otherwise acquire; and to hold, own, and exercise all rights of ownership in; and to sell, transfer or pledge, or guarantee the payment of dividends or interest on, or the retirement or redemption of, shares of the capital stock or bonds of any corporation or association engaged in any related activity or in the warehousing or handling or marketing of any of the products handled by the association.

(e) To establish reserves and to invest the funds thereof in bonds or in such other property as may be provided in the by-laws.

(f) To buy, hold and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct and operation of any of the business of the association, or business incidental thereto.

(g) To establish, secure, own and develop patents, trade-marks, trade-names and copy-rights.

(h) To do each and every thing necessary, suitable or proper for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated, or conducive to or expedient for the interest or benefit of the association; and to contract accordingly; to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the association is organized or to the activities in which it is engaged, and, in addition, any other rights, powers, and privileges granted by the laws of this state to corporations organized under the general laws of this state, except such as are inconsistent with the express provisions of this act; and do any such thing anywhere.

Sec. 6. Members and stockholders. (a) Under the terms and conditions prescribed in the by-laws adopted by it, an association may admit as members (or issue common stock to), only co-operative marketing associations or persons engaged in the production of the agricultural products to be handled by or through the association, including the lessees and tenants of land used for the production of such products and any lessors and landlords who receive as rent all or any part of the crop raised on the leased premises.

(b) If a member of a non-stock association be other than a natural person, such member may be represented by any individual, associate, officer or manager or member thereof, duly authorized in writing.

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(c) One association organized hereunder may become a member or stockholder of any other association or associations organized hereunder.

Sec. 7. Certificate of organization to be filed; contents. Before commencing business the president, treasurer and a majority of the directors shall prepare and file a certificate of organization, setting forth:

- (a) The name of the association.
- (b) The purposes for which it is formed.
- (c) The place where its principal business will be transacted.
- (d) The term for which it is to exist, not exceeding fifty years.
- (e) The number, names and addresses of the directors thereof, which shall be not less than five and may be any number in excess thereof, and the term of office of such directors.
- (f) The name of the clerk and his residence.
- (g) If organized without capital stock, whether the property rights and interest of the members shall be equal or unequal; and, if unequal, the general rule or rules applicable to all members by which the property rights and interests, respectively, of each member may and shall be determined and fixed; and provision for the admission of new members who shall be entitled to share in the property of the association in accordance with such general rule or rules. This provision or paragraph of the certificate of organization shall not be altered, amended, or replaced except by the written consent or vote of three-fourths of the members.
- (h) If organized with capital stock, the amount of such stock, the number of shares into which it is divided and the par value thereof.

The capital stock may be divided into preferred and common stock. If so divided, the certificate of organization shall contain a statement of the number of shares of stock to which preference is granted, the number of shares of stock to which no preference is granted, and the nature and definite extent of the preference and privileges granted to each.

The certificate shall be subscribed by the president and a majority of the directors and acknowledged by one of them before an officer authorized by law to take and certify acknowledgments of deeds; and shall be

filed in accordance with the provisions of the general corporation law; and when so filed the said certificate of organization, or certified copy thereof, shall be received in all the courts of this state as prima facie evidence of the facts contained therein and of the due incorporation of such association. A certified copy shall also be filed with the commissioner of agriculture.

Sec. 8. Amendments and alterations to certificate of organization, how made. The certificate of organization may be altered or amended at any regular meeting or any special meeting called for that purpose. An amendment must first be approved by two-thirds of the directors and adopted by a vote representing a majority of all the members of the association. Amendments to the certificate of organization, when so adopted, shall be filed in accordance with the provisions of the general corporation law.

Sec. 9. By-laws shall be adopted; provisions of. Each association incorporated under this act shall within thirty days after its organization, adopt for its government and management, a code of by-laws, not inconsistent with the powers granted by this act. A majority vote of the members or stockholders, or their written assent, is necessary to adopt such by-laws. Each association, under its by-laws, may provide for any or all of the following matters:

- (a) The time, place and manner of calling and conducting its meetings.
- (b) The number of stockholders or members constituting a quorum.
- (c) The right of members or stockholders to vote by proxy or by mail or both; and the conditions, manner, form, and effect of such votes.
- (d) The number of directors constituting a quorum.
- (e) The qualifications, compensation, duties and term of office of directors and officers; time of their election and the mode and manner of giving notice thereof.
- (f) Reasonable penalties for violations of the by-laws.
- (g) The amount of entrance, organization and membership fees, if any; the manner and method of collection of the same; and the purposes for which they may be used.
- (h) The amount which each member or stockholder shall be required to pay annually or from time to time, if at all, to carry on the business of the association; the charges, if any, to be paid by each member or stockholder for services rendered by the association to him and the time of payment and manner of collection; and the marketing contract between

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the association and its members or stockholders, which every member or stockholder may be required to sign.

(i) The number and qualification of members or stockholders of the association and the conditions precedent to membership or ownership of common stock; the method, time and manner of permitting members to withdraw or the holders of common stock to transfer their stock; the manner of assignment and transfer of the interest of members and of the shares of common stock; the conditions upon which and time when membership of any member shall cease; the automatic suspension of the rights of a member when he ceases to be eligible to membership in the association; the mode, manner and effect of the expulsion of a member; the manner determining the value of a member's interest and provision for its purchase by the association upon the death or withdrawal of a member or stockholder, or upon the expulsion of a member or forfeiture of his membership, or, at the option of the association, the purchase at a price fixed by conclusive appraisal by the board of directors. In case of the withdrawal or expulsion of a member, the board of directors shall equitably and conclusively appraise his property interests in the association and fix the amount thereof in money, which shall be paid to him within one year after such expulsion or withdrawal.

Sec. 10. Meetings; regular and special how called. In its by-laws, each association shall provide for one or more regular meetings annually. The board of directors shall have the right to call a special meeting at any time; and not less than ten per cent of the members or stockholders may file a petition stating the specific business to be brought before the association and demand a special meeting at any time. Such meeting shall thereupon be called by the directors. Notice of each meeting, together with a statement of the purposes thereof, shall be mailed to each member at least ten days prior to the meeting; provided, however, that the by-laws may require instead that such notice may be given by publication in a newspaper of general circulation, published at the principal place of business of the association.

Sec. 11. Directors; salaries; vacancies. The business of the association shall be managed by a board of not less than five directors, elected by the members or stockholders from their own number. The by-laws may provide that the territory in which the association has members shall be divided into districts and that the directors shall be elected according to such districts, either directly or by district delegates elected by the members in that district, and in such case the by-laws shall specify the number of directors to be elected by each district, and the manner and method of reapportioning the directors and of redistricting the territory covered by

the association. The by-laws may provide that primary elections shall be held in each district, to elect the directors apportioned to such districts, and that the result of all such primary elections may be ratified by the next regular meeting of the association or may be deemed the act of the association. The by-laws may provide that one or more directors may be appointed by any public official or commission or by the other directors selected by the members or their delegates; such directors shall represent primarily the interest of the general public in such associations and need not be members or stockholders of the association; but shall have the same powers and rights as other directors. Such directors shall not number more than one-fifth of the entire number of directors.

An association may provide a fair remuneration for the time actually spent by its officers and directors in its service and for the service of the members of its executive committee. No director, during the term of his office, shall be a party to a contract for profit with the association differing in any way from the business relations accorded each member or holder of common stock of the association or others, or upon terms differing from those generally current in that district.

The by-laws may provide that no director shall occupy any position in the association, on regular salary or substantially full-time pay, except in the cases of president and secretary.

The by-laws may provide for an executive committee and may allot to such committee all the functions and powers of the board of directors, subject to the general direction and control of that board.

When a vacancy on the board of directors occurs other than by expiration of term, the remaining members of the board, by a majority vote, shall fill the vacancy, unless the by-laws provide for an election of directors by districts, and in such a case the board of directors shall immediately call a special meeting of the members, or stockholders, to fill the vacancy, in the district where it exists.

Sec. 12. Officers; eligibility. The directors shall elect from their number a president and one or more vice-presidents. They shall also elect a secretary, who shall be the clerk of the corporation, and a treasurer, who need not be directors or members of the association; and they may combine the two latter offices and designate the combined office as that of secretary-treasurer; or unite both functions and titles in one person. The treasurer may be a bank or any depository, and as such, shall not be considered as an officer, but as a function, of the board of directors, and in such case, the secretary shall perform the usual accounting duties of the treasurer, except that the funds shall be deposited only as and where

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authorized by the board of directors, and whenever there is a change in the office of clerk, the clerk shall file a certificate of his election as provided by section twenty-four of chapter fifty-one of the revised statutes, and an attested copy of such certificate shall be sufficient evidence that he is clerk, for service of process upon the corporation, until another certificate has been filed.

Sec. 13. Officers, employees and agents handling funds to be bonded. Each officer, employee and agent handling funds or negotiable instruments or property of or for any association created hereunder shall be required to execute and deliver to the association a bond, satisfactory to the board of directors, for the faithful performance of his duties and obligations.

Sec. 14. Certificate of membership; stock; when issued; liability of stockholders; limitation of ownership; voting rights; preferred stock; limitation on transfer of common stock. When a member of an association established without capital stock has paid his membership fee in full, he shall receive a certificate of membership.

No association shall issue stock to a member until it has been fully paid for. The promissory notes of the members may be accepted by the association as full or partial payment. The association shall hold the stock as security for the payment of the note; but such retention as security shall not affect the member's right to vote.

No member shall be liable for the debts of the association to an amount exceeding the sum remaining unpaid on his membership fee or his subscription to the capital stock, including any unpaid balance on any promissory note given in payment therefor.

No stockholder of a co-operative association shall own more than one-twentieth of the common stock of the association; and an association, in its by-laws, may limit the amount of common stock which one member may own to any amount less than one-twentieth of the common stock.

No member or stockholder shall be entitled to more than one vote, regardless of the number of shares of common stock owned by him.

Any association organized with stock under this act may issue preferred stock, with or without the right to vote. Such stock may be sold to any person, member or non-member, and may be redeemable or retireable by the association on such terms and conditions as may be provided in the certificate of organization and printed on the face of the stock certificate. The by-laws shall prohibit the transfer of the common stock of the association to persons not engaged in the production of the agricul-

tural products handled by the association, and such restrictions shall be printed upon every certificate of stock subject thereto.

The association may, at any time, as specified in the by-laws, except when the debts of the association exceed fifty per cent of the assets thereof, buy in or purchase its common stock at the book value thereof, as conclusively determined by the board of directors, and pay for it in cash within one year thereafter.

Sec. 15. Removal of officers and directors. Any member may bring charges against an officer or director, by filing them in writing with the secretary of the association, together with a petition signed by not less than five per cent of the members, requesting the removal of that officer or director. The removal shall be voted upon at the next regular or special meeting of the association and, by vote of a majority of the members, the association may remove such officer or director and fill the vacancy created by such removal. The director or officer against whom such charges have been brought shall, previous to the meeting for action on charges preferred against him, be informed in writing of such charges and have opportunity at such meeting to be heard in person, or by counsel, and to present witnesses; and the person or persons bringing the charges shall have the same opportunity.

In case the by-laws provide for election of directors by districts with primary elections in each district, then the petition for removal of a director must be signed by not less than twenty per cent of the members residing in the district from which he was elected. The board of directors shall call a special meeting of the members residing in that district to consider the removal of the director; and by a vote of a majority of the members of that district, the director in question may be removed from office.

Sec. 16. Referendum. Upon demand of one-third of the entire board of directors, made immediately and so recorded (at the same meeting at which the original motion was passed), any matter of policy that has been approved or passed by the board shall be referred to the entire membership or the stockholders for decision at the next special or regular meeting, and a special meeting may be called for the purpose.

Sec. 17. Marketing contracts. An association and its members may make and execute marketing contracts, requiring the members to sell, for any period of time, not over ten years, all or any specified part of their agricultural products or specified commodities exclusively to or through the association, or any facilities to be created by the association. If they contract a sale to the association, it shall be conclusively held that title to the products passes absolutely and unreservedly to the association upon

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delivery except for legally recorded chattel mortgages given for value and prior to the first day of July in any season on such products or commodities whether such mortgages are given before or after the making of such contract of sale. The contract may provide, among other things, that the association may sell or re-sell the products delivered by its members, with or without taking title thereto; and pay over to its members the re-sale price, after deducting all necessary selling, overhead and other costs and expenses, including interest or dividends on stock, not exceeding eight per cent per annum, and reserves for retiring the stock, if any; and other proper reserves; and for any other deductions.

Sec. 18. Remedies for breach of contracts; by-laws may fix liquidated damages; injunctions to restrain breaches of contract. (a) The by-laws or the marketing contract may fix, as liquidated damages, a specific sum to be paid by a member or stockholder to the association upon the breach by him of any provision of the marketing contract regarding the sale or delivery or withholding of products; and may further provide that the member shall pay all costs, premiums for bonds, expenses and fees, in case any action is brought upon the contract by the association; and any such provisions shall be valid and enforceable in the courts of this state; and such clauses providing for liquidated damages shall be enforceable as such and shall not be regarded as penalties.

(b) In the event of any such breach or threatened breach of such marketing contract by a member, the supreme judicial court may restrain by injunction further breach of the contract and may decree specific performance thereof. Pending the adjudication of such an action and upon filing a verified complaint showing the breach or threatened breach, and upon filing a sufficient bond, the said court may grant a temporary restraining order and preliminary injunction against the member.

(c) In any action upon such marketing agreement, it shall be conclusively presumed that a landowner or landlord or lessor is able to control the delivery of products produced on his land by tenants or others, whose tenancy or possession or work on such land, or the terms of whose tenancy or possession or labor thereon, were created or changed after execution by the landowner or landlord, or lessor, of such a marketing agreement; and in such action, the foregoing remedies for non-delivery or breach shall lie and be enforceable against such landowner, landlord or lessor.

Sec. 19. Acquiring stock or property of other corporations, persons or firms, how effected. Whenever an association, organized hereunder with preferred capital stock, shall purchase the stock or any property, or any

interest in any property, of any person, firm, corporation or association, it may discharge the obligations so incurred, wholly or in part, by exchanging for the acquired interest, shares of its preferred capital stock to an amount which at par value would equal the fair market value of the stock or interest so purchased, as determined by the board of directors. In that case the transfer to the association of the stock or interest purchased shall be equivalent to payment in cash for the shares of stock issued.

Sec. 20. Annual report. Each association formed under this act shall prepare and submit to its annual meeting an annual report containing the name of the association, its principal place of business; a general statement of its business operations during the fiscal year, showing the amount of capital stock paid for and the number of stockholders, if a stock association, or the number of members and amount of membership fees received, if a non-stock association; the total expenses of operation; the amount of its indebtedness or liabilities, and its balance sheets.

Sec. 21. Conflicting laws not to apply. Any provisions of law which are in conflict with this act shall be construed as not applying to the associations herein provided for.

Any exemptions whatsoever under any and all existing laws applying to agricultural products in the possession or under the control of the individual producer, shall apply similarly and completely to such products delivered by its farmer members, in the possession or under the control of the association.

Sec. 22. Use of word "co-operative," limited. No person, firm, corporation or association, hereafter organized or hereafter undertaking to do business in this state, as a farmers' marketing association for the sale of farm products, shall be entitled to use the word "co-operative" as part of its corporate or other business name or title, unless it has complied with the provisions of this act.

Sec. 23. May have interests in other corporations or associations. An association may organize, form, operate, own, control, have an interest in, own stock of, or be a member of any other corporation or corporations, with or without capital stock, and engaged in preserving, drying, processing, canning, packing, storing, handling, shipping, utilizing, manufacturing, marketing or selling the agricultural products handled by the association, or by-products thereof.

If such corporations are warehousing corporations, they may issue legal warehouse receipts of the association against the commodities delivered, and such legal warehouse receipts shall be considered as adequate collateral

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to the extent of the usual and current value of the commodity represented thereby. In case such warehouse is licensed, or licensed and bonded, under the laws of this or any other state or the United States, its warehouse receipt delivered to the association on commodities of the association or its members, or delivered by the association or its members, shall not be challenged or discriminated against because of ownership or control, wholly or in part, by the association.

Sec. 24. May have contracts and agreements with other associations. Any association may, upon resolution adopted by its board of directors, enter into all necessary and proper contracts and agreements and make all necessary and proper stipulations, agreements, contracts and arrangements with any other co-operative corporation, association or associations, formed in this or in any other state, for the co-operative and more economical carrying on of its business or any part or parts thereof. Any two or more associations may, by agreement, unite in employing and using or may separately employ and use the same personnel, methods, means and agencies for carrying on and conducting their respective businesses.

Sec. 25. Rights and remedies apply to similar associations of other states. Any corporation or association heretofore or hereafter organized under generally similar laws of another state shall be allowed to carry on any proper activities, operations and functions in this state upon compliance with the general regulations applicable to foreign corporations desiring to do business in this state, and all contracts which could be made by any association incorporated hereunder, made by or with such association shall be legal and valid and enforceable in this state with all of the remedies set forth in this act.

Sec. 26. Existing corporations and associations may adopt provisions of this act. Any corporation or association, organized under previously existing statutes, may, by a majority vote of its stockholders or members, be brought under the provisions of this act by limiting its membership and adopting the other restrictions as provided herein. It shall make out in duplicate a statement signed and sworn to by its directors to the effect that the corporation or association has, by a majority vote of the stockholders or members, decided to accept the benefits and be bound by the provisions of this act and has authorized all changes accordingly. Articles of incorporation shall be filed as required in section seven hereof, except that they shall be signed by the members of the then board of directors. The filing fee shall be the same as for filing an amendment to certificate of organization.

When any association shall be hereafter incorporated under this act, all contracts heretofore made, by or on behalf of same, by the promoters

thereof, in anticipation of such associations becoming incorporated under the laws of this state, whether such contracts be made by or in the name of some corporation organized elsewhere or otherwise, and when same would have been valid if entered into subsequent to the passage of this act, are hereby validated as if made after the passage of this act.

Sec. 27. Penalty for inducing member to break contract; and for spreading false reports regarding association. Any person or persons or any corporation whose officers or employees knowingly induce or attempt to induce any member or stockholder of an association organized hereunder, or organized under similar statutes of other states, with similar restrictions and rights and operating in this state under due authority, to breach his marketing contract with the association, or who maliciously and knowingly spread false reports about the finances or management or activity thereof, shall be guilty of a misdemeanor and be subject to a fine of not less than one hundred dollars and not more than one thousand dollars for each such offense; and shall be liable to the association aggrieved in a civil suit in the penal sum of five hundred dollars for each such offense.

Sec. 28. Warehousemen receiving member's products in violation of member's contract prohibited; penalty. Any person, firm or corporation conducting a warehouse within this state who solicits or persuades or knowingly permits any member of any association organized hereunder to breach his marketing contract with the association by accepting or receiving such member's products for sale or for auction or for display for sale, contrary to the terms of any marketing agreement of which said person or any member of the said firm or any active officer or manager of the said corporation has knowledge or notice, shall be liable to the association aggrieved in a civil suit in the penal sum of five hundred dollars for each such offense; and such association may apply to the supreme judicial court for an injunction against such warehouseman to prevent further breaches and a multiplicity of actions thereon. In addition said warehouseman shall pay to the association a reasonable attorney's fee and all costs involved in any such litigation or proceeding at law.

This section is enacted in order to give marketing associations an adequate remedy in the courts against those who encourage violations of co-operative contracts.

Sec. 29. Organization under this act not deemed to be in restraint of trade, conspiracies or illegal monopolies. No association organized hereunder and complying with the terms hereof shall be deemed to be a conspiracy or a combination in restraint of trade or an illegal monopoly or an attempt to lessen competition or to fix prices arbitrarily; and the mar-

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keting contracts and agreements between the association and its members and any agreements authorized in this act shall not be deemed illegal as such or in unlawful restraint of trade or as part of a conspiracy or combination to accomplish an improper or illegal purpose.

Sec. 30. Part of act unconstitutional not to affect remainder. If any section of this act shall be declared unconstitutional for any reason, the remainder of the act shall not be affected thereby.

Sec. 31. Provisions of general corporation laws applicable. The provisions of the general corporation laws of this state and all powers and rights thereunder shall apply to the associations organized hereunder, except where such provisions are in conflict with or inconsistent with the express provisions of this act.

Sec. 32. Annual franchise tax fixed. Each association organized hereunder shall pay an annual fee of ten dollars only, in lieu of all franchise or license or corporation or other taxes, or taxes or charges upon reserves held by it for members.

Sec. 33. Fees for filing certificate of organization and amendments. For filing certificate of organization, an association organized hereunder shall pay ten dollars; and for filing an amendment thereto, two and fifty hundredths dollars.

Sec. 34. Emergency clause. In view of the emergency set forth in the preamble hereof, this act shall take effect when approved.

Approved March 24, 1923.

Chapter 89.

An Act to Amend Section Fifty-one of Chapter Fifty-one of the Revised Statutes, Relating to Change of Name of a Corporation.

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

R. S., c. 51, sec. 51; relating changing name of corporation, and filing copy of vote, amended. Section fifty-one of chapter fifty-one of the revised statutes is hereby amended by adding at the end thereof the words 'A certificate of the change of name of a corporation shall be filed by the clerk of the corporation in the registry of deeds of the county, in which the corporation has its location, within twenty days after the proceedings of the meeting are returned to the office of the secretary of state,' so that said section, as amended, shall read as follows:

'Sec. 51. Certificate of change of name to be filed in registry of deeds. A corporation, at a legal meeting of its stockholders, may vote to change