

**LAWS RELATING TO BUSINESS  
CORPORATIONS: BEING CHAPTER  
437, ACTS OF 1903, WITH  
ADDITIONAL ACTS RELATING TO  
BUSINESS CORPORATIONS**

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Laws Relating to Business Corporations: Being Chapter 437, Acts of 1903, with Additional Acts  
Relating to Business Corporations by Various

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**VARIOUS**

**LAWS RELATING TO BUSINESS  
CORPORATIONS: BEING CHAPTER  
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Massachusetts. Laws, statutes, Corporation law

# L A W S

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RELATING TO

## BUSINESS CORPORATIONS

BRING

CHAPTER 437, ACTS OF 1903, WITH ADDITIONAL ACTS  
RELATING TO BUSINESS CORPORATIONS

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# THE BUSINESS CORPORATION LAW OF 1903.

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[ACTS OF 1903, CHAPTER 487.]

## AN ACT RELATIVE TO BUSINESS CORPORATIONS.

Section

### GENERAL PROVISIONS.

1. Application of act.
2. Rights and liabilities of existing corporations.
3. Commissioner of corporations.
4. Corporate powers.
5. Corporate name.

### ORGANIZATION OF CORPORATIONS.

6. Organization under special charter.
7. Organization under general laws.
8. Agreement of association.
9. First meeting of incorporators, — notice.
10. Organization, — election of officers.
11. Articles of organization.
12. Certificate of incorporation.
13. By-laws.
14. Issue of stock.
15. Payment of subscriptions to stock.
16. Payment of stock by instalments.

### OFFICERS.

17. Officers.
18. Election of officers.
19. Powers of board of directors, — executive committee.

### MEETINGS.

20. Meetings of stockholders.
21. Stockholders' meeting called by justice.
22. Special meetings.
23. Voting rights of corporations.
24. Voting powers of stockholders, — proxies.
25. Directors' meeting.

### STOCK.

26. Stock certificates.
27. Classes of stock.
28. Transfer of stock.
29. Voting rights of fiduciary holders of stock.
30. Stock books; corporate records.
31. Lost certificates.
32. Unclaimed dividends.

**STOCKHOLDERS' AND DIRECTORS' LIABILITY.**

## Section

- 33. Liability of stockholders.
- 34. — of president, treasurer and directors.
- 35. — of directors.
- 36. Enforcement of liability.
- 37. Procedure.
- 38. Apportionment of assessment.
- 39. [Repealed.]

**AMENDMENTS AFTER ORGANIZATION.**

- 40. Changes in agreement of association and articles of organization; sale of assets.
- 41. Articles of amendment.
- 42. Increase of capital stock.
- 43. Reduction of capital stock.
- 44. Remedy of minority stockholder.

**ANNUAL REPORTS.**

- 45. Form of annual report of condition.
- 46. Filing of annual report.
- 47. Verification by auditor.
- 48. [Superseded by section 40, chapter 490, Acts of 1909.]
- 49. Penalty for failure to file report of condition.
- 50. Enforcement of penalty.

**DISSOLUTION OF CORPORATIONS.**

- 51. Dissolution of corporations.
- 52. Continuation for three years to close affairs.
- 53. Receivers.
- 54. Payment of debts and distribution of surplus.
- 55. Returns to secretary of dissolution.

**FOREIGN CORPORATIONS.**

- 56. Foreign corporations defined.
- 57. Limitation of business.
- 58. Appointment of attorney.
- 59. Notice of process.
- 60. Copy of charter, by-laws and certificate to be filed.
- 61. Investigation as to kind of business to be done.
- 62. Foreign corporations may be sued and their property attached.
- 63. Foreign corporations may hold real estate.
- 64. Issue of stock on domestic franchises regulated.
- 65. Certificate of increase or decrease of capital.
- 66. Annual certificate of condition.
- 67. Approval of certificate.
- 68. Penalty for not filing certificate.
- 69. Notice to delinquent corporation.
- 70. Liability of officers and its enforcement.

**TAXATION.**

- 71. Local taxation.
- 72-87. [These sections, inclusive, were superseded by chapter 400, Acts of 1909, and these are now superseded by chapter 355 of the General Acts of 1919.]



*Business Corporations.*

5

**ORGANIZATION AND FILING FEES.**

Section

- 88. Fee for organization papers.
- 89. — for increase of capital.
- 90. — for all other certificates, statements and reports.
- 91. — for foreign corporations.

**MISCELLANEOUS PROVISIONS.**

- 92. Fishing associations.
- 93. Co-operative associations.
- 94. Free beds in hospitals.

**REPEAL.**

- 95. Repeal. Partial repeal.
- 96. Construction of act.
- 97. Date of taking effect.

**GENERAL PROVISIONS.**

SECTION 1. This act may be cited as THE BUSINESS CORPORATION LAW. It shall, except as herein otherwise provided, apply Application of act. 1910, 383.

(a) To all corporations having a capital stock and established for the purpose of carrying on business for profit heretofore or hereafter organized under general laws of the commonwealth.

(b) To all such corporations heretofore created under special laws of the commonwealth, except so far as its provisions are inconsistent with the provisions of any such special laws enacted before the eleventh day of March in the year eighteen hundred and thirty-one as are not subject to amendment, alteration or repeal by the general court. 1831, 81.

(c) To all such corporations hereafter created under special laws of the commonwealth so far as its provisions are consistent with the provisions of said special laws.

It shall not apply to corporations organized under general or special laws of this commonwealth for the purpose of carrying on the business of a bank, savings bank, co-operative bank, trust company, surety or indemnity company, or safe deposit company, or to corporations organized under general or special laws of this commonwealth for 1910, 386.

the purpose of carrying on within the commonwealth the business of an insurance company, railroad, electric railroad or street railway company, telegraph or telephone company, gas or electric light, heat or power company, canal, aqueduct or water company, cemetery or crematory company, or to any other corporations which now have or may hereafter have the right to take or condemn land within the commonwealth, or to exercise franchises in public ways granted by the commonwealth, or by any county, city or town; but, except as hereinbefore provided, the provisions of this section shall not be construed to prohibit the organization of a corporation under the provisions of this act for the purpose of carrying on any lawful business outside of this commonwealth.

Rights and  
liabilities of  
existing  
corporations.  
R. L. 199, § 3.  
1907, 414, § 2.  
1919, 853.  
1918, 897.  
192 Mass. 129.  
217 Mass. 335.

SECTION 2. Corporations organized under general laws shall be subject to the provisions of all laws hereafter enacted which may affect or alter their corporate rights or duties or which may dissolve them; but they shall, notwithstanding their dissolution, be subject to the provisions of sections fifty-two and fifty-three. Such amendment, alteration or dissolution shall not take away or impair any remedy which may exist by law, consistently with said sections, against such corporations, their stockholders or officers for a liability previously incurred. The charters of all corporations which are subject to the provisions of this act and which have been incorporated by special law since the eleventh day of March in the year eighteen hundred and thirty-one and of all such corporations as may be hereafter incorporated by special law shall be subject to amendment, alteration or repeal by the general court. Corporations of the kind which are subject to the provisions of this act, and which were incorporated by special law before such date, may, by amendment to their certificate of organization, adopted as provided in section forty, and filed as provided in section forty-one, reorganize under this act, and thereupon and thereafter, they shall be governed in all respects by its provisions.

SECTION 3. The commissioner of corporations shall examine the certificates and reports submitted to him under the provisions of this act, and make suitable indorsements upon such as conform to the requirements of law. He shall keep a record of the names of corporations which submit certificates to his inspection, of the date of inspection and of his certificates when given, and of the result in brief of his inspection. He shall report to the attorney-general instances of neglect or omission on the part of corporations to comply with the provisions of this act for the enforcement of the penalties therefor. If a vacancy exists or if the commissioner is absent from his office, the first clerk shall perform the duties of the commissioner, and legal process served upon said clerk shall have the same force and effect as if served upon the commissioner.

Commissioner of corporations.  
R. L. 110, § 1.

1907, 564.  
1913, 792.  
1919, 350, § 53.

[*Note.* — Duties to be performed by deputies. See section 53, chapter 350 of General Acts of 1919.]

SECTION 4. Every corporation which is subject to the provisions of this act shall have the following powers and privileges and shall be subject to the following liabilities:—

Corporate powers.  
R. L. 108, §§ 4, 5.  
187 Mass. 256.

(a) To have perpetual succession in its corporate name, unless a period for its duration is limited by special law.

1906, 372.

(b) To sue or be sued in its corporate name, and to prosecute or defend to final judgment an execution or decree in any court of law or equity.

(c) To have a capital stock to such an amount as may be fixed in its agreement of association or articles of organization or of amendment as hereinafter provided.

(d) To have a corporate seal, which it may alter at pleasure.

10 Allen, 251.  
174 Mass. 175.

(e) To elect all necessary officers, fix their compensation and define their duties.

(f) To hold, purchase, convey, mortgage or lease within or without this commonwealth such real or personal property as the purposes of the corporation may require.

1912, 596, 595.  
111 Mass. 315.

(g) To make contracts, incur liabilities and borrow money on its credit and for its use.

R. L. 78, § 3.