

HOUSE No. 264.

HOUSE OF REPRESENTATIVES, Feb. 12, 1894.

[Introduced on leave by Mr. HAMMOND of Quincy. Read and referred to the joint special committee on the Revision of Corporation Laws.]

Commonwealth of Massachusetts.

In the Year One Thousand Eight Hundred and Ninety-four.

AN ACT

To authorize the Consolidation of Gas Light Companies.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows:

1 SECTION 1. Two or more gas companies in any city
2 or town in this Commonwealth, or in the same dis-
3 tributing district composed of the whole or portion of
4 adjoining towns, may by agreement, unite and consolidate
5 into one corporation, as hereinafter set forth.

1 SECT. 2. The agreement for consolidation shall be
2 signed by two-thirds in number and interest of the stock-
3 holders of each of the constituent corporations, and the
4 first meeting of the new corporation may thereupon be
5 called by a notice signed by the president of each of such

6 constituent corporations sent to each stockholder of each
7 of the constituent corporations, in the form and manner
8 prescribed in section eighteen of chapter one hundred
9 and six of the Public Statutes; and at such meeting, or
10 any adjournment thereof, said stockholders shall be
11 entitled to vote in the proportions provided in the agree-
12 ment for consolidation.

1 SECT. 3. At such first meeting, or any adjournment
2 thereof, an organization shall be effected by the choice by
3 ballot of a clerk, who shall be sworn, and by the adoption
4 of by-laws and the election by ballot of a treasurer and
5 directors, and the officers so chosen shall hold their
6 offices until the first meeting held in pursuance of the
7 by-laws and until others are chosen and qualified in their
8 stead; and at the same meeting, or any adjournment
9 thereof, the name of the new corporation shall be deter-
10 mined by the votes of such stockholders and shall be one
11 not in use by any other corporation in the Commonwealth.

1 SECT. 4. The capital of the new consolidated corpo-
2 ration shall be a sum equal to the value of the property
3 of the constituent corporations, and shall be divided
4 into shares of the par value of one hundred dollars each.
5 The market value of said property shall be determined by
6 three disinterested appraisers, one of whom shall be
7 appointed by the supreme judicial court of this Com-
8 monwealth, upon the petition of the directors of any one
9 of the constituent corporations, after notice to the mayor
10 of the city or chairman of the board of selectmen of
11 the town in which said company is situated; one appraiser
12 shall be appointed by the commissioner of corporations
13 and one appraiser shall be a member of the board of gas
14 and electric light commissioners. These appraisers shall
15 report their finding to the commissioner of corporations.

1 SECT. 5. The president, treasurer and a majority of
2 the directors chosen as aforesaid shall, after such report,
3 make, sign and swear to a certificate setting forth the
4 names of the constituent corporations, the corporate
5 name of the new corporation, the capital of said new
6 corporation as fixed by said appraisers, the purposes for
7 which the new corporation is formed, the town or city in
8 which it is located, and that the provisions of section
9 two of this act have been complied with, and shall
10 submit such certificate, with the records of the con-
11 stituent corporations and of the new corporation, to the
12 commissioner of corporations, who shall examine the
13 same and such other evidence as he may judge necessary.
14 If the commissioner finds that all the statements in the
15 certificate are true, he shall certify that fact, and his
16 approval of the certificate, by endorsement thereon.
17 Such certificate shall thereupon be filed by said officers
18 in the office of the secretary of the Commonwealth, who,
19 upon payment of a fee of five dollars, shall cause the
20 same, with the endorsement thereon, to be recorded, and
21 shall thereupon issue and record a certificate sub-
22 stantially in the form and manner, and having the same
23 force and effect, as if issued under section twenty-one
24 of chapter one hundred and six of the Public Statutes,
25 and thereafter the corporate existence of the respective
26 constituent corporations shall continue only for the time
27 and purpose mentioned in section forty-one of chapter
28 one hundred and five of the Public Statutes, as far as
29 applicable.

1 SECT. 6. Said new corporation shall, on the issuing
2 and recording of said certificate by the secretary of the
3 Commonwealth, have and enjoy all the rights, privileges,
4 powers, franchises and property, and be subject directly
5 to all the duties, restrictions, debts and liabilities, of

6 each of the constituent corporations, but the property,
7 assets and franchises of each constituent company may
8 nevertheless be holden for its debts and liabilities, which
9 shall be and remain a first lien upon all the property,
10 assets and franchises contributed by such company to
11 the new company, so that all the property, assets and
12 franchises of each of the constituent companies shall be
13 liable for and respond to the payment of all its debts
14 and liabilities at the time of consolidation before being
15 liable for the payment of the debts and liabilities of the
16 other constituent company or companies.

1 SECT. 7. The several stockholders of each constituent
2 corporation shall have their proportional interest in the
3 new corporation; and upon surrender and cancellation
4 of certificates of stock in the constituent corporations
5 certificates of stock in the new corporation shall be
6 issued therefor.

1 SECT. 8. All acts and parts of acts inconsistent with
2 this act are hereby repealed.

1 SECT. 9. This act shall take effect upon its passage.