

HOUSE. . . . No. 100.

Commonwealth of Massachusetts.

HOUSE OF REPRESENTATIVES, February 15, 1871.

The Committee on Railways, to whom was referred the report of the board of railroad commissioners, having considered the same in part, report the accompanying Bill.

Per order,

J. E. SANFORD.

Commonwealth of Massachusetts.

In the Year One Thousand Eight Hundred and Seventy-One.

AN ACT

To authorize the Formation of Railroad Corporations.

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

1 SECT. 1. Any number of persons, not less than
2 twenty-five, may associate themselves together by
3 articles in writing, with the intention of forming a
4 corporation for the purpose of locating, constructing,
5 maintaining and operating a railroad for public use
6 in the conveyance of persons and property; and,
7 upon complying with the provisions of this act, shall,
8 with their associates and successors, be and remain a
9 corporation, with all the powers and privileges, and
10 subject to all the duties, liabilities and restrictions set
11 forth in the general laws which now are or hereafter
12 may be in force relating to railroad corporations, ex-
13 cept as is herein otherwise provided.

1 SECT. 2. The articles of association shall set forth
2 the name of the corporation; the termini of the rail-
3 road proposed to be built; its length, as near as may
4 be, and the name of each city, town and county
5 through or into which it will extend; the amount of
6 the capital stock of the corporation, which shall be
7 not less than fifteen thousand dollars for each mile of
8 road, and divided into shares of one hundred dollars
9 each; and the names of at least nine persons to act
10 as a board of directors until others are chosen by the
11 corporation. Each associate shall subscribe to the
12 articles his name, residence, post-office address, and
13 the number of shares of stock which he agrees to
14 take; but no subscriber shall be bound to pay beyond
15 ten per cent. of the amount of his subscription, unless
16 a corporation is duly established under the provisions
17 of this act.

1 SECT. 3. The corporate name assumed shall be
2 one not in use by any other railroad corporation in
3 this state, shall contain the words "railroad company"
4 at the end thereof, and shall be changed only by act
5 of the legislature.

1 SECT. 4. The directors shall be subscribers to the
2 articles of association, and a majority of them shall
3 be inhabitants of this state. They shall appoint a
4 clerk to keep a record of their doings, and a treas-
5 urer, who shall hold their respective offices until a
6 clerk and treasurer of the corporation are chosen.
7 The directors shall fill any vacancy in their board, or
8 in the office of clerk or treasurer, caused by resigna-
9 tion, death, or other disability.

1 SECT. 5. The directors shall present to the board
2 of railroad commissioners, to remain on file in their
3 office, a petition for approval of the route of the
4 proposed railroad, accompanied with a map of the
5 route projected on an appropriate scale; with a pro-
6 file thereof on a vertical scale of two to one as com-
7 pared with the horizontal scale; and with the report
8 of a skilful engineer, based on actual examination
9 and survey, showing the kind and amount of exca-
10 vation, filling, bridging and masonry required, the
11 number of highways and other railroads, if any, to
12 be crossed, and the manner of crossing the same, the
13 general profile of the surface of the country through
14 which the road will pass, the feasibility of the route, the
15 manner of constructing the road, and a detailed estimate
16 of the cost of construction. The board, on presenta-
17 tion of the petition, shall appoint a time for a public
18 hearing thereon, and the petitioners shall give such
19 notice thereof as the board directs, in order that all par-
20 ties interested may appear and be heard. If the board,
21 after such hearing, disapproves the route first proposed,
22 the directors may file a new petition, with map, pro-
23 file and report as aforesaid, on which the same pro-
24 ceedings shall be had as on the first petition; but no
25 route shall be approved which is not within the limits
26 described in the articles of association. If either
27 route is approved, the board shall certify its approval
28 upon the map thereof, and shall endorse upon the
29 articles of association or annex thereto a like certifi-
30 cate of approval. The subsequent location of the
31 road shall not vary from the route so approved, with-
32 out the consent and approval of said board first ob-
33 tained.

1 SECT. 6. The road shall not be located or con-
2 structed across an existing railroad except with the
3 approval of the board of railroad commissioners, and
4 in a manner prescribed by said board; nor across
5 navigable or tide waters except with the approval of
6 the board of harbor commissioners, and in a manner
7 prescribed by said last named board; nor across the
8 lands of any state institution without the consent of
9 the trustees thereof.

1 SECT. 7. When at least fifteen thousand dollars
2 of capital stock for each mile of road proposed to be
3 built has been subscribed to the articles of association
4 in good faith by responsible parties, and at least ten
5 per cent. of the par value of each and every share
6 thereof actually paid in cash to the treasurer of the
7 association, the directors and treasurer shall endorse
8 upon the articles or annex thereto their certificate
9 setting forth these facts, and that it is intended in
10 good faith to locate, construct, maintain and operate
11 the railroad described in said articles, upon the route
12 approved by the board of railroad commissioners.
13 Section seven of chapter sixty-three of the General
14 Statutes shall not apply to corporations established
15 under this act.

1 SECT. 8. Whenever it is shown to the satisfaction
2 of the board of railroad commissioners that all the
3 requirements of this act preliminary to the establish-
4 ment of the corporation have been in good faith com-
5 plied with, and that all the statements contained in
6 the certificate required by the preceding section are
7 just and true, the clerk of said board shall endorse

8 upon the articles of association, or annex thereto, a
9 certificate setting forth these facts. The directors
10 shall thereupon file the articles of association, with
11 the certificates endorsed thereon or annexed thereto,
12 in the office of the secretary of the Commonwealth;
13 who, upon the payment to him of the sum of fifty
14 dollars, shall record the same in a book to be kept for
15 that purpose, and shall issue a certificate in the fol-
16 lowing form:—

COMMONWEALTH OF MASSACHUSETTS.

17 Be it known that whereas [names of the subscribers to the
18 articles of association] have associated themselves with the
19 intention of forming a corporation under the name of the
20 [name of the corporation] for the purpose of locating, con-
21 structing, maintaining and operating a railroad [description of
22 the road as in the articles of association] and have complied
23 with the statutes of this Commonwealth in such cases made and
24 provided; now, therefore, I, [name of the secretary] secretary
25 of the Commonwealth of Massachusetts, do hereby certify that
26 the persons aforesaid, their associates and successors, are legally
27 established as a corporation, under the name of the [name of
28 corporation], with all the powers and privileges, and subject to
29 all the duties, liabilities and restrictions set forth in the general
30 laws which now are or hereafter may be in force relating to
31 railroad corporations so established.

32 In witness whereof, I have hereunto subscribed my official
33 signature, and affixed the seal of said Commonwealth, this
34 day of in the year . [Day, month and year.]

35 The certificate, so executed, shall be recorded with
36 the articles of association; and the original certifi-
37 cate, or a duly certified copy of the record thereof,
38 shall be conclusive evidence of the establishment of
39 the corporation at the date of such certificate. All
40 moneys received by the secretary under this section,
41 shall be included in his quarterly returns of fees, and
42 paid into the treasury.

1 SECT. 9. The first meeting of the corporation shall
2 be called by a notice signed by a majority of the
3 directors, stating the time, place and purpose of such
4 meeting; and the clerk shall, seven days at least
5 before the day appointed therefor, deliver to each sub-
6 scriber, or leave at his usual place of business or resi-
7 dence, or deposit in the post-office, pre-paid, and
8 directed to him at his post-office address, a copy of
9 such notice. The clerk shall make an affidavit of
10 his doings in regard thereto, which shall be recorded
11 with the records of the corporation.

1 SECT. 10. If the capital stock of the corporation
2 is found to be insufficient for the construction or
3 equipment of its road, it may, upon being authorized
4 by a majority of the votes at a meeting of its stock-
5 holders called for the purpose, increase the same
6 from time to time, to the amount necessary for the
7 purposes aforesaid, not to exceed in the whole the
8 sum of forty thousand dollars for each mile of road
9 actually constructed.

1 SECT. 11. If the corporation does not begin the
2 construction of its road and expend thereon at least
3 five per cent. of the amount of its original capital
4 stock, within one year after the date of the certificate
5 of its establishment; and does not complete and put
6 in operation its road within three years after said date,
7 its corporate powers and existence shall cease.

1 SECT. 12. Within one year after its road is com-
2 pleted and put in operation, the corporation shall
3 cause a map and profile thereof, with tables of grade

4 and curvature, and a statement of the other charac-
5 teristics of the road, to be made in such form and
6 manner as the board of railroad commissioners pre-
7 scribes, and certified by its president and engineer,
8 and filed in the office of the secretary of the Com-
9 monwealth.

1 SECT. 13. The provisions of this act, and the
2 franchises, rights, powers, privileges, duties and liabil-
3 ities of all railroad corporations established under
4 general laws, may be altered, amended or repealed at
5 the pleasure of the legislature; and the legislature
6 may for any cause annul or dissolve any such corpo-
7 ration.

1 SECT. 14. This act shall take effect upon its pas-
2 sage.