

by chapter thirty of the resolves of the present year, the sum of six hundred sixty-three dollars and forty cents.

For the town of Prescott, to reimburse it for money paid for the support of certain paupers, as authorized by chapter thirty-one of the resolves of the present year, the sum of twelve hundred forty-four dollars and twenty-eight cents.

Town of Prescott.

To provide for the representation of the commonwealth at the dedication of a memorial shaft in the National cemetery at Baton Rouge, Louisiana, as authorized by chapter thirty-two of the resolves of the present year, a sum not exceeding five thousand dollars.

Dedication of monument at Baton Rouge, Louisiana.

For the general work of the state board of health, including all necessary travelling expenses, a sum not exceeding seventy-five hundred dollars, the same to be in addition to the amount appropriated for that purpose by chapter sixty-one of the acts of the present year.

State board of health, expenses.

SECTION 2. This act shall take effect upon its passage.

Approved April 1, 1909.

AN ACT TO PROVIDE THAT PERSONS AFFLICTED WITH LEPROSY SHALL BE STATE CHARGES.

Chap.250

Be it enacted, etc., as follows:

SECTION 1. A person who, being afflicted with leprosy, is confined in any state institution for the care of lepers, shall be a state charge, and no sum shall be collected on his account from the city or town in which he has a settlement.

Persons afflicted with leprosy to be state charges.

SECTION 2. This act shall take effect upon its passage.

Approved April 1, 1909.

AN ACT TO UNITE THE BOSTON CHAMBER OF COMMERCE AND THE BOSTON MERCHANTS ASSOCIATION IN ONE CORPORATION UNDER THE NAME OF THE BOSTON CHAMBER OF COMMERCE.

Chap.251

Be it enacted, etc., as follows:

SECTION 1. The Boston Chamber of Commerce and the Boston Merchants Association, each a corporation duly established under the laws of this commonwealth, are hereby authorized to unite and form one corporation under the name of the Boston Chamber of Commerce.

Boston Chamber of Commerce and Boston Merchants Association may unite, etc.

Objects of
corporation.

SECTION 2. The objects of the new corporation shall be to promote the commerce, industry and public interests of Boston, and of New England; to promote and regulate a commercial exchange in the city of Boston; to acquire, preserve and disseminate business information; to adjust controversies and misunderstandings; to establish and maintain uniformity in commercial usages; and to promote just and equitable principles of trade.

Rights, powers,
etc., of new
corporation,
etc

SECTION 3. Said new corporation shall have all the rights, powers, franchises and privileges now held by, and be subject to all the liabilities, restrictions and duties now imposed upon either of said existing corporations except as is otherwise provided herein. Each of said existing corporations is hereby authorized to assign, transfer and convey to said new corporation all its rights, privileges, interests, estates and property, and said new corporation is authorized to receive and hold the same, and shall thereupon become liable for all the debts, liabilities or obligations of both of said corporations. The so-called sustaining fund, instituted by said Boston Merchants Association, shall be assigned to the new corporation and shall be devoted to the purposes for which it was instituted.

By-laws, etc.

SECTION 4. The new corporation shall have power to establish suitable by-laws to carry out all powers herein granted, including provisions as to the admission, suspension and expulsion of members, transfer of certificates of membership and forfeiture of the same, and delegation of power to officers, committees and directors. Until by-laws have been adopted by the new corporation, the by-laws of the present Boston Chamber of Commerce, so far as they are applicable and not inconsistent with this act, shall be in force as to the new corporation.

May hold
real and personal
estate.

SECTION 5. The said Boston Chamber of Commerce authorized hereunder is hereby authorized to hold real and personal estate to an amount not exceeding one million five hundred thousand dollars, with authority to sell, purchase, mortgage, lease or rent the same or any part thereof.

Membership.

SECTION 6. The new corporation shall consist of not more than two thousand individual certificate-holding members, including those holding gratuity fund participating certificates as herein provided for, and such number

of other members as may be fixed by the by-laws and as is hereinafter provided for. Certificates of membership shall have a par value of two hundred dollars each and shall bear interest at the rate of four per cent per annum. No person shall be the permanent holder of more than one certificate, but the corporation by appropriate by-laws may provide for the temporary holding by individual members of not more than five certificates, but members holding more than one certificate shall be entitled to but one vote and shall not be obliged to pay dues on more than one certificate standing in their name: *provided, however*, that upon and after the first transfer of any such surplus certificates to any person other than the executor, administrator or trustee of the temporary holder thereof, each of such certificates so transferred shall be liable for all regular assessments.

Proviso.

SECTION 7. Provision shall be made in the rules and by-laws of the new corporation for the continuation and regulation of the existing trading facilities, and the collection and dissemination of information, data, and statistics, for the use of the commercial, manufacturing, shipping and public interests; for the conduct of work instituted and planned by the said Boston Merchants Association in the interest of metropolitan Boston and New England; for the regulation or management of the Gratuity Fund; and for such other departments, branches, boards, or committees as from time to time may be deemed advisable.

Rules and by-laws to contain certain provisions.

SECTION 8. The officers of the new corporation shall consist of a president, one or more vice presidents, a board of directors and such other officers as may be determined by the by-laws. All officers shall hold their offices for the length of time fixed by the by-laws, and shall have and exercise the powers prescribed in said by-laws. The corporation shall have power to expend the moneys of the corporation for any and all purposes within the scope of its charter and by-laws; and it may also receive, in trust or otherwise, moneys or other property, real or personal, and invest and expend the same for any of the objects of the corporation as contained in the charter or by-laws.

Officers, etc.

SECTION 9. Notwithstanding the said consolidation, the present corporations known as the Boston Chamber of

Former corporations to continue in

existence
until, etc.

Commerce and the Boston Merchants Association, shall continue in existence for such time as is necessary for the full performance of the agreement of consolidation, for the settling of the business affairs of each corporation, and for the recovery of all sums of money due or in litigation, said sums, however, to be assigned, when and if recovered, for the use of the new corporation.

Certificate
holders to
receive new
certificates,
etc.

SECTION 10. Each member or holder of a certificate of the present Boston Chamber of Commerce, when the act of consolidation shall take effect, shall, upon payment by the new corporation and the performance of the other conditions contained in sections fourteen and fifteen of this act, surrender to the treasurer his certificate of membership and be entitled to receive without payment of any fee or assessment a certificate of membership in the new corporation as hereinbefore provided. Such certificate shall indicate upon its face whether the member is entitled to participate in the Gratuity Fund hereinafter mentioned. Each Gratuity Fund participating certificate of the present Boston Chamber of Commerce shall be exchanged for a similar Gratuity Fund participating certificate in the new corporation. Each member of the Boston Merchants Association, when the act of consolidation takes effect, shall be entitled to become a certificate holding member of the new corporation by subscribing for at least one certificate of membership, paying to the treasurer of the new corporation for every such certificate the sum of two hundred dollars, which certificate shall not carry any privilege of participation in the Gratuity Fund. The members of said Boston Merchants Association, however, shall have the privilege of subscribing temporarily for more than one certificate as hereinbefore provided.

Privileges of
certificates of
membership
limited, etc.

SECTION 11. Certificates of membership in the new corporation, not issued in exchange for Gratuity Fund participating certificates of the present Boston Chamber of Commerce, shall not carry any privilege of participation in the Gratuity Fund, nor be liable for any assessments for its account.

Powers of
new corpo-
ration, etc.

SECTION 12. The new corporation shall have power to elect other members than those holding certificates, the number of whom shall, from time to time, be fixed at meetings duly called for that purpose. Such members

shall be liable only for the same annual dues as are levied upon certificate holding members, and shall have no interest in the real estate or other property of the new corporation; they shall, however, have equal voting power with the certificate holding members, except in matters affecting the management of the property, real or personal, owned by said corporation, but shall have equal rights with certificate holding members to use and enjoy the same; and they shall also have all other rights and privileges of certificate holding members, save as aforesaid, except that they shall not be allowed to participate in the trading privileges and facilities of said new corporation, nor shall they be entitled to participate in the Gratuity Fund provided for in this act.

SECTION 13. The new corporation by concurrent vote of a two thirds majority of both certificate holding and other members present and voting at separate meetings called for this specific purpose, notice of which meetings shall be mailed to each member not more than fifteen or less than ten days in advance, shall have the right, upon the payment of the sum of two hundred dollars and accrued interest to each certificate holder to cancel and retire all outstanding certificate-holding memberships, upon such terms and conditions as shall be determined by said two thirds majority vote. In the event of the exercise of such right of cancellation there shall be thenceforth but one form of membership in said corporation, and each member, whether previously a certificate holding or other member, shall receive a certificate representing the same individual interest in all the property, rights and privileges of the new corporation save and except participation in the Gratuity Fund, which participation shall always be confined to holders of certificates marked "Gratuity Fund Participating", which imprint shall appear upon the face of every certificate issued in exchange for a retired certificate bearing similar imprint.

SECTION 14. In consideration of the transfer by said present Boston Chamber of Commerce of all its property to said new corporation, and for the purpose of equalizing the interests of all certificate holding members in said new corporation, the new corporation shall pay over to the present Boston Chamber of Commerce from the proceeds of the sale of certificates herein provided for, the sum of

Outstanding certificate-holding memberships may be cancelled, etc.

Proceeding after consolidation is effected, etc.

two hundred thousand dollars, to be paid in equal shares by the present Boston Chamber of Commerce to the holders of its certificates at the time when the act of consolidation takes effect. If such payment is not made or tendered within ninety days after the passage of this act or within such further time as may be determined upon by the board of directors of the present Boston Chamber of Commerce, the consolidation herein provided for shall be null and void.

Consolidation to become void, unless, etc.

SECTION 15. The consolidation herein provided for shall become void and of no effect unless within said period of ninety days, or within the extension of such period as provided for in section fourteen, the present Boston Merchants Association shall secure one thousand members of the new corporation paying annual dues either as certificate-holding or other members, none of whom shall, at the time when the act of consolidation takes effect, be members of the present Boston Chamber of Commerce.

Authority of new corporation, etc.

SECTION 16. All moneys in the Gratuity Fund shall be transferred by said Boston Chamber of Commerce, trustee, to the new corporation as trustee, and the new corporation shall have full authority to manage said Gratuity Fund, levy and collect assessments, and pay over the same to the beneficiaries in the same manner as now done by the present Boston Chamber of Commerce.

Gratuity Fund.

SECTION 17. The members of the present Boston Chamber of Commerce, upon exchange of their Gratuity Fund participating certificates for similar Gratuity Fund participating certificates in the new corporation, and their transferees, shall constitute the participating members of the Gratuity Fund of the new corporation. The Gratuity Fund shall be managed by the new corporation as a separate special fund in accordance with and subject to the by-laws of the present Boston Chamber of Commerce, save only as modified by this act.

Membership limited.

SECTION 18. The Gratuity Fund participating certificates shall at all times be limited to one thousand. Participation in said Gratuity Fund, save as provided in sections ten and seventeen of this act, and the payment of the per capita value of the Gratuity Fund shall not be a condition of admission to membership in the new corporation, but non-participating certificate-holding mem-

bers of the new corporation, provided they are otherwise eligible, may in the event of vacancies within the limit of one thousand, and upon payment of the per capita value of the fund at the time of admission, become participants in the order of date of their application for such privilege. Gratuity Fund participating certificates of the new corporation shall not be transferred to any one who is not eligible and willing to become immediately a participant therein.

SECTION 19. Said new corporation shall not assume any liability to the participants in the Gratuity Fund. The interests of all participating members in said fund shall be confined to the special funds held in trust for said Gratuity Fund in the manner provided by the by-laws of the present Boston Chamber of Commerce and to assessments levied or collected for the purposes of said fund. Any Gratuity Fund participating certificate upon which the gratuity assessment is not paid shall be sold for non-payment in a manner to be determined by the by-laws of the new corporation.

New corporation not to assume certain liability, etc.

SECTION 20. The first meeting of the new corporation shall be called by the presidents of the two existing corporations by a notice setting forth the time and place of said meeting and publication in some newspaper in the city of Boston seven days at least before said meeting, and at such meeting all members of either of said corporations shall be entitled to vote in like manner as they would have been if said corporations had met separately: *provided, however*, that no single membership shall carry the right to more than one vote. At such meeting either president may preside until permanent organization is effected, or in the absence of both presidents, the meeting may choose its temporary presiding officer.

First meeting.

SECTION 21. This act shall take effect upon its passage, subject only to the provisions of sections fourteen and fifteen, but shall be void unless accepted within one year thereafter by each of said existing corporations at meetings called for that purpose.

Proviso.

Act to be void unless accepted within one year.

Approved April 1, 1909.