

Chapter 473

CONSOLIDATED PUBLIC UTILITY COMPANIES

CONSOLIDATION OF STREET RAILWAY AND ELECTRIC LIGHT COMPANIES

Act 197 of 1891

AN ACT to authorize the consolidation of street railway and electric light companies.

History: 1891, Act 197, Imd. Eff. July 3, 1891

The People of the State of Michigan enact:

473.1 Consolidation of street railway and electric light companies; procedure; powers and duties of new company; evidence.

Sec. 1.

Any company organized under chapter 95 of Howell's annotated statutes of Michigan, entitled "Street railway companies," may consolidate with any company now organized or existing under and by virtue of the laws of this state, for the production and supplying of electricity for lighting, fuel or other purposes, including as 1 such company any such company that may have resulted from consolidation heretofore had where such companies are located and carry on business in the same or adjoining or adjacent towns, cities or villages, town, city or village, and may form a single corporation. And for this purpose the directors of said 2 corporations may enter into an agreement under the corporate seal of each, for the consolidation of the said 2 corporations, prescribing the terms and conditions thereof, the mode of carrying the same into effect, the name of the new corporation, the number of directors thereof, and the names of those who shall be the first directors, which shall be deemed and taken to be the first election of the directors of the consolidated company, which number shall not be less than 3, nor more than 13, the time and place of holding the first election of directors after the consolidation, which time shall not exceed 6 months after such consolidation has been sanctioned by the stockholders of said 2 corporations, as hereinafter provided, the number of shares of the capital stock in the new corporation; the amount of each share, which shall not exceed 100 dollars per share; also, whether the shares of the consolidated company shall be all of 1 class or shall consist of preferred and common stock, and if more than 1 class, the shares of each class of stock; also, whether the dividends upon such preferred stock, if any, shall be cumulative or non-cumulative, and whether or not such preferred stock shall be subject to redemption, and at what price not less than par, and in what other respects, if any, such preferred stock shall be entitled to priority over the common stock; the manner of converting the shares of capital stock in each of said 2 corporations into shares in such new corporation with such other details as they shall deem necessary to perfect such consolidation of said corporation; and such new corporation shall possess all the powers, rights and franchises conferred upon such 2 corporations, and shall be subject to all the restrictions, and perform all the duties imposed by the provisions of their respective charters, or laws of organization, not inconsistent with the provisions of this act. Such agreement of the directors shall not be deemed to be the agreement of the said 2 corporations until after the written consent of all the stockholders of each of said corporations has been obtained thereto: Provided, however, That where such companies are located and carry on business in the same or adjoining or adjacent towns, cities or villages in the northern peninsula of this state, such agreement shall be deemed to be the agreement of the said 2 corporations after the written consent of stockholders holding and owning 3/4 of the outstanding capital stock of each of said corporations, has been obtained thereto, or in lieu of such written consent, such agreement shall have been approved by a vote of not less than 3/4 of the outstanding capital stock of each of said corporations, at any annual or special meeting of the stockholders of said corporations. And when such agreement of the directors has been so sanctioned by the stockholders, in the manner above mentioned, then such agreement of the directors shall be deemed to be the agreement of the said 2 corporations. A copy of said contract or consolidation agreement filed in pursuance of this act with the secretary of state, and certified by him to be a copy, shall in all courts and places be presumptive evidence of the consolidation of said 2 companies, and of all the facts therein stated.

History: 1891, Act 197, Imd. Eff. July 3, 1891 ;-- CL 1897, 6468 ;-- Am. 1907, Act 305, Imd. Eff. June 28, 1907 ;-- CL 1915, 8566 ;-- CL 1929, 11328 ;-- CL 1948, 473.1

473.2 New company; rights, franchises and liabilities.

Sec. 2.

Upon making the agreement mentioned in the preceding section, in the manner required therein, and filing a duplicate thereof in the office of the secretary of state, the said 2 corporations mentioned or referred to in this section shall be merged into the new corporation provided for in such agreement, to be known by the corporate name therein mentioned, and the details of such agreement shall be carried into effect as provided therein. And all and singular, the rights and franchises of each and all of said 2 corporations, parties to such agreement, and all and singular their rights and interests in and to every species of property and things in action, shall be deemed to be transferred to and vested in such new corporation, without any other deed or transfer, and such new corporation shall hold and enjoy the same together with all other rights of property, in the same manner and to the same intent, as if the said 2 corporations, parties to such agreement should have continued to retain the title and transact the business of such corporation; and the titles and the real estate acquired by either of said 2 corporations shall not be deemed to revert or be impaired by means of anything in this act contained; Provided: That all rights of creditors and all other liens upon the property of either of said corporations parties to the said agreement, shall be and hereby are preserved unimpaired and the respective corporations shall continue to exist so far as may be necessary to enforce the same. And provided further, That all the debts, liabilities and duties of either company shall thenceforth attach to such new corporation and be enforced against the same, to the same extent, and in the same manner as if such debts, liabilities and duties had been originally incurred by it.

History: 1891, Act 197, Imd. Eff. July 3, 1891 ;-- CL 1897, 6469 ;-- CL 1915, 8567 ;-- CL 1929, 11329 ;-- CL 1948, 473.2

CONSOLIDATION OF STREET AND ELECTRIC RAILWAY COMPANIES

Act 143 of 1901

AN ACT to provide for the consolidation of street and electric railway companies organized under the laws of Michigan with like companies organized in adjoining states whose lines of road, constructed or in process of construction, form or will form a continuous or connecting line.

History: 1901, Act 143, Imd. Eff. May 21, 1901

The People of the State of Michigan enact:

473.31 Consolidation of street and electric railways; interstate line; procedure, restriction, evidence; new company, rights, powers and liabilities.

Sec. 1.

Any street or electric railway company in this state whose line of road, constructed or being constructed, forms or will form a continuous or connecting line with that of any other company or companies within, without or partly within and partly without this state, may consolidate with such other company or companies: Provided, That no such consolidation shall be made between companies owning competing lines. The directors of said 2 or more corporations may enter into an agreement for the consolidation of such corporations, prescribing the terms and conditions thereof; the mode of carrying same into effect; the name of the new corporation; the number of directors thereof, and the names of those who shall be the first directors, which number shall not be less than 3 nor more than 13, and who shall hold until the first election; the time and place of holding the first election of the consolidated company, which time shall not exceed 6 months after such consolidation; the number of shares of capital stock in

such new company; the amount of each share; the manner of converting the shares of capital stock in each of said 2 or more corporations into shares in such new corporation; and such other details as may be deemed necessary to perfect such consolidation or authorize or limit its bounded indebtedness. Such agreement shall not be deemed to be the agreement of such 2 or more corporations until it shall have been ratified by a majority in interest of the stockholders in each of said companies, at separate stockholders' meetings of such companies, to be called, upon a notice published at least once each week for 2 successive weeks, in some newspaper published in each county in this state through which said road runs, the first publication to be at least 20 days before the time specified for said meeting, said notice to be signed by the secretaries of each of said companies proposing to consolidate, and shall state the object and purpose of such meeting: Provided however, That if all the stockholders of said company or companies organized under the laws of this state shall sign and acknowledge said agreement, no meeting and no advertising shall be necessary in this state. Upon such ratification of the agreement the same shall be deemed to be the agreement of the said 2 or more corporations, and the same, together with a copy of the vote of ratification by the non-resident company, as shown by its record of such vote, certified to be such copy by its president and secretary, shall be filed in the office of the secretary of state, and thereupon said consolidation shall be deemed complete. Any copy of such agreement and copy of proceedings so filed, certified by the secretary of state to be such copy, shall in all courts and places be presumptive evidence of the consolidation of said companies and of all the facts therein stated. Such consolidated company shall have all the powers, rights and privileges possessed by said company or companies organized under the laws of this state, and shall be subject to all restrictions and perform all the duties imposed upon it by law.

History: 1901, Act 143, Imd. Eff. May 21, 1901 ;-- CL 1915, 8570 ;-- CL 1929, 11330 ;-- CL 1948, 473.31

CONSOLIDATION OF STREET RAILWAY, ELECTRIC LIGHT, AND GAS LIGHT COMPANIES

Act 128 of 1899

AN ACT to authorize the consolidation of street railway, electric light and gas light companies, or any 2 thereof.

History: 1899, Act 128, Imd. Eff. June 15, 1899

The People of the State of Michigan enact:

473.41 Consolidation of street railway, electric and gas light companies; procedure; new company, rights and duties; evidence.

Sec. 1.

Any company organized under chapter 95 of Howell's annotated statutes of Michigan, entitled "street railway companies," and any company organized under chapter 127 of said statutes, entitled "electric light companies," and any company organized under chapter 126 of said statutes, entitled "gas light companies," or any 2 thereof, may consolidate, each with the others, where such companies are organized, in operation and located, and carry on business in the same towns, cities or villages, and may form a single corporation. And for this purpose the directors of said 3 corporations, or any 2 of said corporations, may enter into an agreement under the corporate seal of each, for the consolidation of the said 3 corporations, or any 2 thereof, prescribing the terms and conditions thereof, the mode of carrying the same into effect, the name of the new corporation, the number of directors thereof, and the names of those who shall be the first directors, which shall be deemed and taken to be the first election of the directors of the consolidated company, which number shall not be less than 3 nor more than 7, the time and place of holding the first election of directors after the consolidation, which time shall not exceed 6 months after such consolidation has been sanctioned by the stockholders of said 3 corporations, or any 2 thereof, so consolidating, as hereinafter provided, the number of shares of capital stock in the new corporation, the amount of each share, the manner of converting the shares of capital stock in each of said 3 corporations, or any 2 thereof, into shares in such new corporation, with such other details as they shall deem necessary to perfect such consolidation of said corporations, and such new corporation shall possess all the powers, rights and franchises conferred upon such 3 corporations, or any 2 thereof, so consolidated, and shall be subject to all the restrictions, and perform all of the

duties imposed by the provisions of their respective charters or laws or organization not inconsistent with the provisions of this act. Such agreement of the directors shall not be deemed to be the agreement of the said 3 corporations, or any 2 thereof, so consolidating, until approved by a vote of 3/4 of the outstanding stock of each company passed at an annual meeting of stockholders or at a special meeting of stockholders called for the purpose of considering the same, and when such agreement of the directors has been so sanctioned by the stockholders, in the manner above mentioned, then such agreement of the directors shall be deemed to be the agreement of the said 3 corporations, or any 2 thereof, so consolidating. A copy of said contract or consolidation agreement filed in pursuance of this act with the secretary of state, and certified by him to be a copy, shall in all courts and places be presumptive evidence of the consolidation of said 3 companies, or any 2 thereof, so consolidating, and of all the facts therein stated.

History: 1899, Act 128, Imd. Eff. June 15, 1899 ;-- Am. 1901, Act 10, Imd. Eff. Feb. 25, 1901 ;-- Am. 1903, Act 50, Imd. Eff. Apr. 23, 1903 ;-- CL 1915, 8571 ;-- CL 1929, 11331 ;-- CL 1948, 473.41

Compiler's Notes: For provisions of chapter 95, referred to in this section, see MCL 472.1 et seq. Chapters 126 and 127, referred to in this section, were repealed by Act 232 of 1903.

473.42 New company; rights and liabilities; scope, limitation.

Sec. 2.

Upon making the agreement mentioned in the preceding section, in the manner required therein, and filing a duplicate thereof in the office of the secretary of state, the said 3 corporations or any 2 thereof, mentioned or referred to in this section, shall be merged into the new corporation provided for in such agreement, to be known by the corporate name therein mentioned, and the details of such agreement shall be carried into effect as provided therein. And all and singular the rights and franchises of each and all of said 3 corporations, or any 2 thereof, so consolidating, parties to such agreement, and all and singular their rights and interest in and to every species of property and things in action, shall be deemed to be transferred to and vested in such new corporation, without any other deed or transfer, and such new corporation shall hold and enjoy the same, together with all other rights of property, in the same manner and to the same intent, as if the said 3 corporations, or any 2 thereof so consolidating, parties to such agreement, should have continued to retain the title and transact the business of such corporation; and the titles and the real estate acquired by any of the said 3 corporations, or any 2 thereof so consolidating, shall not be deemed to revert or be impaired by means of anything in this act contained: Provided, That all rights of creditors and all other liens upon the property of any of said corporation parties to the said agreement shall be and hereby are preserved unimpaired, and the respective corporations shall continue to exist so far as may be necessary to enforce the same: And provided further, That all the debts, liabilities and duties of any or all of said companies shall thenceforth attach to such new corporation, and be enforced against the same, to the same extent and in the same manner as if such debts, liabilities and duties had been originally incurred by it: And provided further, That the provisions of this act shall apply only to the counties of Marquette, Muskegon, Newaygo, Allegan, Jackson, Kalamazoo and Calhoun; and to street railway, electric light and gas companies in the county of Manistee, whether organized under the acts herein specified or under Act No. 232 of the Public Acts of 1903.

History: 1899, Act 128, Imd. Eff. June 15, 1899 ;-- Am. 1903, Act 50, Imd. Eff. Apr. 23, 1903 ;-- Am. 1907, Act 33, Imd. Eff. Apr. 3, 1907 ;-- CL 1915, 8572 ;-- CL 1929, 11332 ;-- CL 1948, 473.42

Compiler's Notes: Act 232 of 1903, referred to in this section, was repealed by Act 84 of 1921.

CONSOLIDATION OF GAS LIGHT, CONSOLIDATED, AND FOREIGN COMPANIES

Act 54 of 1903

AN ACT to authorize any gas light company and any consolidated company formed by the union of a street railway and electric light company, being corporations organized under the laws of this state, and having their principal place of business in the same town, village or city, to unite and consolidate with any corporation organized under the laws of an adjoining state, and which, under and by virtue of the rights, powers and franchises possessed and enjoyed by it under the laws of such adjoining state, owns and operates a street railway therein and also manufactures, produces, generates, sells and furnishes gas and electricity for heating, lighting and power purposes,

where the street railway lines of the 2 corporations last mentioned shall form a connecting and continuous line of railway between this state and such adjoining state.

History: 1903, Act 54, Imd. Eff. Apr. 23, 1903

The People of the State of Michigan enact:

473.61 Consolidation of gas light, consolidated and foreign companies; restriction.

Sec. 1.

Any gas light company, and any consolidated company formed by the union of a street railway and electric light company, being corporations organized under the laws of this state, and having their principal place of business in the same town, village or city, may unite and consolidate with any corporation organized under the laws of an adjoining state, and which, under and by virtue of the rights, powers and franchises possessed and enjoyed by it under the laws of such adjoining state, owns and operates a street railway therein, and also manufactures, produces, generates, sells and furnishes gas and electricity for heating, lighting and power purposes: Provided, however, That the street railway lines of the 2 corporations last mentioned shall form a connecting and continuous line of railway between this state and such adjoining state.

History: 1903, Act 54, Imd. Eff. Apr. 23, 1903 ;-- CL 1915, 8573 ;-- CL 1929, 11333 ;-- CL 1948, 473.61

473.62 Consolidation agreement; contents.

Sec. 2.

The directors of such corporation so proposing to consolidate, may enter into an agreement for the consolidation of such corporations, prescribing the terms and conditions thereof; the mode of carrying the same into effect; the name of the new corporation; the location and principal place of business thereof; the number of directors thereof, which number shall not be less than 3, and the names of those who shall be the first directors, and who shall hold office as such until the first election of directors; the time and place of holding the first election of directors of the consolidated company, which time shall not be less than 3 nor more than 8 months after such consolidation; the general officers of such new company; the amount of the capital stock thereof; the number of shares into which the same shall be divided and the par value of each share; the manner of converting the shares of capital stock in each of the constituent companies, into shares in such new corporation, and such other details as may be deemed necessary to perfect such consolidation, or authorize or limit its bonded indebtedness.

History: 1903, Act 54, Imd. Eff. Apr. 23, 1903 ;-- CL 1915, 8574 ;-- CL 1929, 11334 ;-- CL 1948, 473.62

473.63 Consolidation agreement; ratification by stockholders.

Sec. 3.

Such agreement shall not be deemed to be the agreement of such consolidating corporations until it shall have been ratified either by the vote of at least 3/4 of the capital stock of each of such corporations at a separate meeting of the stockholders of such corporation, held pursuant to a notice of the secretary thereof, stating the objects and purposes of such meeting, and which shall have been published at least once in each week for 2 successive weeks prior to such meeting, in some newspaper printed in the English language and published at the county seat of the county in this or in any other state in which such corporation has its principal place of business; or by the consent in writing to such agreement signed and acknowledged by all of the stockholders of any such corporation.

History: 1903, Act 54, Imd. Eff. Apr. 23, 1903 ;-- CL 1915, 8575 ;-- CL 1929, 11335 ;-- CL 1948, 473.63

473.64 Completion of consolidation; evidence.

Sec. 4.

Upon the ratification of such agreement, in either of the modes aforesaid, by the stockholders of all of the corporations, who are parties thereto, such agreement, together with every such consent annexed thereto, together also with and annexed thereto a copy of the record of the proceedings had or taken at the meeting of stockholders of any such corporation for the ratification of such agreement as aforesaid, exhibiting the vote taken thereat upon the question of such ratification, certified to be such copy by the secretary of such corporation under the seal thereof; and also having annexed thereto a statement of the secretary of each such corporation verified by his oath, setting forth the amount of the capital stock thereof, the number of shares into which the same is divided, the names of the stockholders and the number of shares held by each; and setting forth also in respect to any such consent of the stockholders of any such corporation that the same was signed and acknowledged by all of the stockholders thereof, and in respect to the meeting of stockholders of any such corporation called for the purpose of ratifying such agreement, and so ratifying the same as aforesaid, that the persons named as present or represented at such meeting are the identical persons so named in such statement as stockholders therein, shall be filed in the office of the secretary of state; and a copy thereof, certified by such secretary to be such copy, shall be recorded in the office of the register of deeds in each county of this state, in which any such constituent corporation its principal place of business, and in the county wherein the location and principal place of business of such new corporation may be fixed by or designated in such agreement, if that be a county in this state other than a county in which 1 of said constituent companies has its principal place of business; and then and thereupon such consolidation shall be deemed complete. A copy of such agreement, so filed, and of the documents, papers and proceedings annexed thereto, and filed therewith, as required by this act, certified by the secretary of state to be such copy under the great seal of the state, shall be received in all courts of this state as prima facie evidence of the formation, existence and capacity of such consolidated corporation, in any suit or proceeding brought by or against the same, and of all the facts therein stated.

History: 1903, Act 54, Imd. Eff. Apr. 23, 1903 ;-- CL 1915, 8576 ;-- CL 1929, 11336 ;-- CL 1948, 473.64

473.65 Consolidated company; rights, powers and duties.

Sec. 5.

Such consolidated company shall have and succeed to all the property, powers, rights, privileges, franchises and immunities possessed and enjoyed by the constituent corporations forming the same, which were organized under the laws of this state; and such new corporation shall be subject to all restrictions and perform all duties imposed upon it by the laws of this state, and shall be and constitute a body corporate, under and by virtue of the laws of the state of Michigan.

History: 1903, Act 54, Imd. Eff. Apr. 23, 1903 ;-- CL 1915, 8577 ;-- CL 1929, 11337 ;-- CL 1948, 473.65

CONSOLIDATED STREET RAILWAY AND ELECTRIC LIGHT COMPANY

Act 61 of 1903

AN ACT to enable any consolidated company formed prior to June first, 1899, by the union of a street railway company and an electric light company to acquire, possess and exercise all the rights, powers, privileges and franchises conferred upon electric light companies by section 10 of the act of the legislature of the state of

Michigan, entitled “An act to authorize the formation of electric light companies,” approved April first, 1881, as amended by Act No. 96 of the Public Acts of the legislature of the state of Michigan, passed at the regular session of 1899.

History: 1903, Act 61, Imd. Eff. Apr. 28, 1903

The People of the State of Michigan enact:

473.81 Consolidated company formed by street railway and electric light company; acquisition of rights of electric light companies.

Sec. 1.

Any consolidated company formed prior to June first, 1899, by the union of a street railway company and an electric light company, under and pursuant to an act of the legislature of the state of Michigan, entitled “An act to authorize the consolidation of street railway and electric light companies,” approved July third, 1891, may, upon compliance with the provisions of this act, acquire, possess and exercise all the rights, powers, privileges and franchises conferred upon electric light companies by section 10 of the act of the legislature of the state of Michigan, entitled “An act to authorize the formation of electric light companies,” approved April first, 1881, as amended by Act No. 96 of the Public Acts of the legislature of the state of Michigan, passed at the regular session of 1899.

History: 1903, Act 61, Imd. Eff. Apr. 28, 1903 ;-- CL 1915, 8578 ;-- CL 1929, 11338 ;-- CL 1948, 473.81

473.82 Consolidated street railway and electric light company; procedure for acquisition of rights.

Sec. 2.

In order to entitle any such consolidated company to the benefits of this act, the stockholders of said company, at any meeting of such stockholders duly called and held, by a vote of at least 3/4 of all the capital stock of said company then outstanding in favor thereof, may adopt a resolution that such company (naming it) desires, and avails itself of the provisions of this act, to acquire, possess and exercise all of the rights, powers, privileges and franchises mentioned and referred to in section 1 of this act; and stating and setting forth also the names of the towns, cities and villages and the county in which the operations of said company are to be carried on. When so adopted, a copy of such resolution with a certificate thereto affixed, signed by the president and secretary of such company and sealed with the corporate seal, stating the fact and date of the adoption of such resolution, and that such copy is a true copy of the original, and that the meeting at which such resolution was so adopted was duly called and held, shall be filed and recorded in the office of the secretary of state; and a copy of such resolution, certified and authenticated in like manner, shall be filed and recorded in the office of the county clerk of the county wherein the operations of said company are to be carried on. And upon the filing of a copy of such resolution, certified and authenticated, as aforesaid, in the office of the secretary of state and in the office of the county clerk of the proper county, as hereinbefore provided, such consolidated company shall be deemed and taken to have acquired and to possess and to be entitled to exercise all of the rights, powers, privileges and franchises mentioned and referred to in section 1 of this act in the towns, cities and villages and in the county in which the operations of said company are to be carried on, as stated in said resolution, with the same force and effect as if the electric light company of which such consolidated company is in part constituted had been organized after the first day of June, 1899, for all of the objects and purposes for which, since said day, an electric light company might be organized under the laws of Michigan to carry on its operations in the cities, towns and villages and in the county in said resolution mentioned, and such consolidated company had thereafter and after said day been formed by the union of such electric light company with a street railway company.

History: 1903, Act 61, Imd. Eff. Apr. 28, 1903 ;-- CL 1915, 8579 ;-- CL 1929, 11339 ;-- CL 1948, 473.82

473.83 Consolidated street railway and electric light company; copy of certificate as evidence.

Sec. 3.

A copy of the certificate and of the resolution to which the same is affixed, filed in the office of the secretary of state, in pursuance of this act and certified by him to be such copy under the great seal of the state, shall, in all courts and places, be prima facie evidence of all the facts therein stated.

History: 1903, Act 61, Imd. Eff. Apr. 28, 1903 ;-- CL 1915, 8580 ;-- CL 1929, 11340 ;-- CL 1948, 473.83

DIRECTORS OF CONSOLIDATED RAILROAD COMPANIES

Act 160 of 1875

473.91 Repealed. 1993, Act 354, Imd. Eff. Jan. 14, 1994.