

trust for and to the use and benefit of any other person, and in all voting by proxy the proxy shall be constituted and evidenced by writing.

Election of officers—how conducted.

Sec. 7. *And be it enacted*, That the election of officers aforesaid shall be conducted in the following manner, that is to say: the President and Directors for the time being, shall appoint three of the stockholders not being Directors, to be Judges of the said election, and to conduct the same after having severally taken and subscribed an oath or affirmation before a Justice of the Peace, fairly and impartially, and according to law, to conduct such election, and the said Judges or a majority of them shall decide upon the qualification of the voters, and when the election is closed, shall count the votes and declare who has been elected; and if it shall at any time happen that an election of any or all of the officers of this said company shall not be made, the corporation shall not for that cause be deemed to be dissolved, but it shall be lawful to hold and make such election of President, Directors or Treasurer, on the same day, or upon any day thereafter by giving at least ten days notice, signed by the President or Secretary, in the newspapers aforesaid, of the time and place of holding said election, and the President, Directors and Treasurer last elected, shall continue to act and be invested with all the power belonging to their respective offices until another election shall be made, and in case of the death, resignation, refusal or neglect to act, or removal from the State of any officer, his place shall be filled by the Board of Directors until the next annual election; *provided*, the removal from the State of any Director shall not operate to vacate his place, should there be a majority of the Directors still residing in the State.

Not to be deemed dissolved.

Proviso.

Oath.

Sec. 8. *And be it enacted*, That the President and Directors of the said company, before entering upon the discharge of their duties shall be severally sworn or affirmed, diligently and faithfully to discharge the trust reposed in them by this act; they shall hold their meetings in the town of Cambridge, or in such other place or places as the stockholders shall direct, and when met, a majority of them shall constitute a quorum, who in the absence of the President may choose a chairman, and in all meetings of the President and Directors,

Meetings.