

## Title X. Of Corporations (Art. 427 - 447)

Louisiana

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### Recommended Citation

Louisiana, "Title X. Of Corporations (Art. 427 - 447)" (1940). *Book I*. 1.  
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**CC 1825, Art. 413.**

Same as above.

(No reference in Projet)

L'interdiction n'a plus lieu pour cause de dissipation ou de prodigalité.

**CC 1808, p. 82, Art. 30.**

Same as above.

**-p. 83, Art. 30.**

Same as above.

**CN 1804, Art. 513.**

Spendthrifts can be forbidden to plead, compromise, borrow, receive movable assets and issue receipts for the same, alienate or mortgage their property, without the assistance of an adviser appointed to them by the court.

Il peut être défendu aux prodiges de plaider, de transiger, d'emprunter, de recevoir un capital mobilier et d'en donner décharge, d'aliéner, ni de grever leurs biens d'hypothèques, sans l'assistance d'un conseil qui leur est nommé par le tribunal.

\*In connection with this article see Acts 1890, No. 100 (as am. by 1932, No. 191).

## TITLE X—OF CORPORATIONS\*

\*In connection with this title see Acts 1914, No. 254 (as am. by 1924, No. 190, and 1936, No. 146); 1914, No. 267, §§23-27; 1922, No. 107; 1924, No. 148; 1928, No. 250 (as am. by 1932, No. 65, and 1935, 4E.S., No. 34); 1934, 3E.S., No. 12; 1934, 3E.S., No. 23; 1935, 1E.S., No. 10; Const. 1921, XIII, 1, 2, 5.

### Chapter 1—OF THE NATURE OF CORPORATIONS, OF THEIR USE AND KINDS

**ART. 427.\*** A corporation is an intellectual body, created by law, composed of individuals united under a common name, the members of which succeed each other, so that the body continues always the same, notwithstanding the change of the individuals which compose it, and which, for certain purposes, is considered as a natural person.

RCC—433, 435, 436, 446. Acts 1928, No. 250, §1 (as am. by 1932, No. 65).

**RCC 1870, Art. 427.**

Same as above.

**CC 1825, Art. 418.**

Same as above.

(Projet, p. 31. Amendment adopted; no comment)

Une corporation est un corps intellectuel, créé par la loi, composé de plusieurs individus réunis sous un nom commun, dont les membres se succèdent de manière que le corps demeure toujours le même, malgré le changement des individus, et qui, pour certains objets, est considéré comme une personne naturelle.

**CC 1808, p. 86, Art. 1.**

By community or corporation is meant the assembly of several persons united in one body organised conformably to law, or with the permission of the legislature.

**-p. 87, Art. 1.**

On entend par communauté ou corporation, l'assemblée de plusieurs personnes unies en un corps formé conformément à la loi, ou avec la permission de la législature.

**-p. 86, Art. 2.**

According to this definition, communities or corporations are composed of persons either of the same or of different orders, with the exception however that no corporation comprehends persons of all the orders.

**-p. 87, Art. 2.**

Suivant cette définition, les communautés ou corporations sont composées de personnes d'un même ordre, ou d'ordres différens, mais de manière cependant qu'aucune ne comprend des personnes de tous les ordres.

Thus the inhabitants of a city, of a borough, of a village taken collectively and considered with respect to their common interests, form a community of inhabitants; but a whole nation cannot be included under this name, nor indeed the inhabitants of a province, because the collection of all the individuals includes all the orders of the nation or of the province, and what concerns the public good, whether in the conduct of individuals, or in that of communities or corporations; whilst these last are confined to some species of particular advantage; and every one of them is distinguished from the other individuals and bodies of the same place. (Suppressed on recommendation of redactors; *Projet*, p. 32)

Ainsi les habitans d'une ville, d'un village, d'un bourg, pris collectivement, et considérés par rapport à leurs intérêts communs, forment une communauté d'habitans, mais on ne peut comprendre sous ce nom, une nation entière, ni même les habitans d'une province, parce que la collection de tous les individus, renferme tous les ordres de la nation ou de la province, et ce qui regarde le bien public, soit dans la conduite des particuliers soit dans celle des communautés ou corporations, au lieu que ces dernières se bornent à quelque espèce de bien particulier, et que chacune d'elles est distinguée des autres particuliers et corps du même lieu. (Suppressed on recommendation of redactors; *Projet*, p. 32)

**CN 1804.** No corresponding article.

\*In connection with this article see Acts 1928, No. 250, §1 (as am. by 1932, No. 65).

**ART. 428.\*** The use of corporations is to contribute by the union and assistance of several persons, to the promotion of some object of general utility, although they be at the same time established for the advantage of those who are members of such corporations.

Acts 1928, No. 250, §2.

**RCC 1870, Art. 428.**

Same as above.

**CC 1825, Art. 419.**

(*Projet*, p. 32. Amendment † adopted; comment by redactors)

Same as above.

L'usage des corporations est de pourvoir par le concours et le secours de plusieurs personnes, à quelque bien d'une utilité générale, quoiqu'elles soient aussi établies pour l'avantage de ceux qui en sont membres.

**CC 1808, p. 86, Art. 3.**

The use of communities or corporations is to contribute by the union and assistance of several persons, to the promotion of some public advantage, although they be at the same time established for the common good of those who are members of the said corporation.

Thus the first rule of their policy is, that they are advantageous and useful to the state by which they are established, and that they be established only by the order, or with the leave of the legislature.

Without this order or permission they cannot be considered otherwise than as private societies, which do not enjoy the full extent of the advantages which are by law, granted to political bodies.

**-p. 87, Art. 3.**

L'usage des communautés ou corporations est de pourvoir par le concours et le secours de plusieurs personnes, à quelque bien utile au public, quoiqu'elles soient aussi établies pour le bien commun de ceux qui en sont membres.

Ainsi la première règle de leur police, est qu'elles procurent quelque avantage, et quelque utilité à l'Etat qui les établit, et qu'elles ne le soient que par l'ordre ou la permission de la Législature; sans cet ordre ou permission, elles ne peuvent être considérées que comme des sociétés particulières qui ne jouissent pas de la plénitude des avantages que la loi accorde aux corps politiques.

**CN 1804.** No corresponding article.

\*In connection with this article see Acts 1928, No. 250, §2.

**ART. 429.\*** Corporations are of two principal kinds; political and private.

Political corporations are those which have principally for their object the administration of a portion of the State, and to whom a part of the powers of government is delegated to that effect.

All others are private corporations.

RCC—458. Acts 1914, No. 254 (as am. by 1924, No. 190, and 1936, No. 146).

**RCC 1870, Art. 429.** (Same as Art. 429 of Proposed Revision of 1869)  
Same as above.

**CC 1825, Art. 420.** (Projet, p. 32. Addition adopted; comment by redactors)

Corporations are of two\*\* kinds: political and private.

Pars. 2, 3 same as pars. 2, 3, above.

On distingue les corporations en deux espèces principales\*\*; les corporations politiques et les corporations particulières:

Les corporations politiques sont celles qui ont principalement pour objet l'administration d'une section de l'Etat, et à qui une partie des pouvoirs du gouvernement est déléguée à cet effet.

Toutes les autres corporations sont des corporations particulières.

**CC 1808.** No corresponding article.

**CN 1804.** No corresponding article.

\*In connection with this article see Acts 1914, No. 254 (as am. by 1924, No. 190, and 1936, No. 146).

\*\*English translation of French text incomplete; should include "principal."

**ART. 430.** Corporations are also divided into civil and religious, and this distinction results, as well from the quality of the persons who generally compose these kinds of corporations, as from the difference of the object of their establishment.

**RCC 1870, Art. 430.** (Same as Art. 430 of Proposed Revision of 1869)  
Same as above.

**CC 1825, Art. 421.** (Projet, p. 32. Amendment amended and adopted; comment by redactors)

Private corporations are divided into civil and religious, and this distinction results, as well from the quality of the persons who generally compose these kinds of corporations, as from the difference of the object of their establishment.

On distingue aussi les corporations en civiles et religieuses; et cette distinction résulte, tant de la qualité des personnes qui composent ordinairement chacune de ces espèces de corporations, que de la différence de l'objet de leur établissement.

**CC 1808, p. 86, Art. 4.**

Communities or corporations are of two principal kinds; the ecclesiastical and the lay corporations, and this distinction results as well from the quality of the persons who generally compose these kinds of communities or corporations, as from the difference of the object of their establishment.

**-p. 87, Art. 4.**

On distingue les communautés ou corporations en deux espèces principales; les ecclésiastiques et les laïques; et cette distinction résulte tant de la qualité des personnes qui composent ordinairement chacune de ces espèces de communautés ou corporations, que de la différence de l'objet de leur établissement.

**CN 1804.** No corresponding article.

**ART. 431.** Civil corporations are those which relate to temporal police; such are the corporations of the cities, the companies for the advancement of commerce and agriculture, literary societies, colleges or universities founded for the instruction of youth, and the like. Religious corporations are those whose establishment relates only to religion; such are the congregations of the different religious persuasions.

**RCC 1870, Art. 431.**

Same as above.

**CC 1825, Art. 422.**

Same as above.

(No reference in Projet)

Les corporations civiles sont celles qui n'ont rapport qu'à la police temporelle, telles que les corporations des villes, les compagnies pour l'avancement du commerce ou de l'agriculture, les sociétés littéraires, les collèges ou universités fondés pour l'instruction de la jeunesse et autres semblables; les corporations religieuses sont celles dont l'établissement se rapporte uniquement à la religion: telles sont les congrégations des différens cultes.

**CC 1808, p. 86. Art. 5.**

Ecclesiastical communities or corporations are those whose establishment relates only to religion, such are the congregations of the different religious persuasions; lay communities or corporations are those which relate to temporal police.

Such are the corporations of the cities, the companies for the advancement of commerce and agriculture, literary societies, colleges or universities founded for the instruction of youth and the like.

**-p. 87, Art. 5.**

Les communautés ou corporations ecclésiastiques, sont celles dont l'établissement se rapporte uniquement à la religion, telles sont les congrégations des différens cultes; les communautés ou corporations laïques, sont celles qui n'ont rapport qu'à la police temporelle, telles que les corporations des villes, les compagnies pour l'avancement du commerce ou de l'agriculture, les sociétés littéraires, les collèges ou universités fondés pour l'instruction de la jeunesse et autres semblables.

**CN 1804.** No corresponding article.

## Chapter 2—OF THE RIGHTS AND PRIVILEGES OF CORPORATIONS, AND OF THEIR INCAPACITIES

**ART. 432.** Corporations must not only be authorized by the Legislature, or established according to law, but a name must be given to them; and it is in that name that they must sue or be sued, and do all their legal acts, although a slight alteration in this name be not important.

RCC—446. CP—112. Acts 1914, No. 254 (as am. by 1924, No. 190, and 1936, No. 146); 1928, No. 250, §§4, 5, 12 (c).

**RCC 1870, Art. 432.**

Same as above.

(Same as Art. 432 of Proposed Revision of 1869; in conformity with Const. 1845, Art. 123, Const. 1864, Art. 121, and Const. 1868, Art. 113)

**CC 1825, Art. 423.**

(No reference in Projet)

Corporations must not only be authorised by the legislature, but a name must be given to them; and it is in

Les corporations doivent être non seulement autorisées par la législature, mais il doit leur être donné un nom, et

that name they must sue or be sued, and do all their legal acts, although a slight alteration in this name be not important.

c'est sous ce nom qu'elles doivent agir ou être actionnées en justice, et faire tous les actes légaux, quoiqu'une légère altération dans ce nom ne soit pas importante.

**CC 1808, p. 88, Art. 6.**

Communities or corporations must not only be authorised by the legislature, but a name must be given to them; and it is in that name they must sue or be sued, and do all their legal acts, although a slight alteration in this name be not important.

**-p. 89, Art. 6.**

Les communautés ou corporations doivent être non-seulement autorisées par la législature, mais il doit leur être donné un nom et c'est sous ce nom qu'elles doivent agir, ou être actionnées en justice et faire tous leurs actes légaux, quoiqu'une légère altération dans ce nom, ne soit pas importante.

CN 1804. No corresponding article.

**ART. 433.** Corporations legally established are substituted for persons, and their union which renders common to all those who compose them, their interests, their rights and their privileges, is the reason why they are considered as one single whole. Hence it follows that they may possess an estate, and have a common treasury for the purpose of depositing their money; that they are capable of receiving\* legacies and donations; that they may make valid contracts, obligate others and obligate themselves towards others; exercise the rights which belong to them; manage their own affairs; appear in courts of justice, and even enact statutes and regulations for their own government, provided such statutes and regulations be not contrary to the laws of the political society of which they are members.

RCC—427, 1482, 1797. Acts 1928, No. 250, §12, §24 (as am. by 1932, No. 65). Const. 1921, XIII, 1, 2, 5.

**RCC 1870, Art. 433.**

Same as above.

**CC 1825, Art. 424.**

Same as above.

(No reference in Projet)

Les corporations légitimement établies, tiennent lieu de personnes, et leur union qui rend communs à tous ceux qui les composent, leurs intérêts, leurs droits et leurs privilèges, fait qu'on les considère comme un seul tout. De là il suit qu'elles peuvent posséder des biens et avoir un coffre commun pour y mettre leurs deniers, qu'elles sont capables de\* legs et donations, qu'elles peuvent valablement contracter, obliger les autres et s'obliger envers eux, exercer les droits qui leur appartiennent, traiter de leurs affaires, agir en justice, même se faire des statuts et réglemens, pourvu qu'ils ne soient pas contraires aux lois de la société politique dont elles font parties.

**CC 1808, p. 88, Art. 7.**

Communities legally established are substituted for persons, and their union which renders common to all those who compose them, their interests, their rights and privileges [privileges], is the reason why they are considered as one single whole.

**-p. 89, Art. 7.**

Les communautés légitimement établies, tiennent lieu de personnes et leur union qui rend communs à tous ceux qui les composent, leurs intérêts, leurs droits et leurs privilèges, fait qu'on les considère comme un seul tout.

Hence it follows that they may possess an estate, and have a common treasury for the purpose of depositing their money; that they are capable of receiving\* legacies and donations; that they may make valid contracts, obligate others, and obligate themselves towards others; exercise the rights which belong to them, manage their own affairs, appear in courts of justice and indeed enact statutes and regulations for their own government, *provided* said statutes and regulations be not contrary to the laws of the political society of which they are members.

Par. 2 same as sentence 2, above; but comma (,) after "suit."

CN 1804. No corresponding article.

\*"Receiving" has no counterpart in French text.

**ART. 434.** The right of succession also is inherent to the nature of corporations; so that as long as they exist they transmit to their successors,\* their rights and their property.

The right of electing in the manner prescribed by law, new members in the stead of those who have ceased to be members of the corporation, is a right impliedly attached to the constitution of every regularly established corporation.

Acts 1928, No. 250, §§32, 64.

**RCC 1870, Art. 434.**

Same as above.

**CC 1825, Art. 425.**

(Projet, p. 33. Amendment amended and adopted; no comment)

Same as above; but comma (,) after "exists."

Le droit de succession est également de la nature des corporations, de sorte qu'aussi longtemps qu'elles subsistent, elles transmettent à leurs successeurs ou ayant cause\* leurs droits et leurs biens.

Le droit d'élire, de la manière qui leur est prescrite par la loi, d'autres membres au lieu et place de ceux qui ont quitté le corps, est aussi un droit implicitement attaché à la constitution de toute corporation régulièrement établie.

**CC 1808, p. 88, Art. 8.**

As communities or corporations are established for a public good whose cause never ceases, they are by their nature perpetual, and for this they are always the same; without the body being in any wise altered by the change of all the persons who compose such communities.

Thus in case a community or corporation shall be reduced to a single person, this person shall represent the community and shall exercise all rights with which he is invested until other persons shall be appointed to fill up the vacant places; and it is this which distinguishes communities or corporations from partnership, which is a kind

**-p. 89, Art. 8.**

Comme les communautés ou corporations sont établies pour un bien public dont la cause subsiste toujours, elles sont, de leur nature, perpétuelles; aussi subsistent-elles les mêmes sans que le changement de toutes les personnes qui les composent, changent rien au corps.

Ainsi, dans le cas où une communauté ou corporation serait réduite à une seule personne, cette personne la représenterait et en exercerait les droits qui subsisteraient toujours en elle, en attendant que d'autres remplissent les places vacantes; c'est ce qui distingue les communautés ou corporations, d'avec les sociétés qui sont bien une espèce

of community between several persons, but only for a time. (Suppressed on recommendation of redactors; Projet, p. 33)

**-p. 88, Art. 9.**

Hence originates the right of perpetual succession which is equally of the nature of communities or corporations, and by which they transmit forever to their successors or assigns, their rights and privileges [privileges] as well as the estate which they may possess.

The right of electing other members in the place of those who have retired from the corporation, is a consequence from the same principle.

This right is impliedly attached to the constitution of every community or corporation regularly established.

**CN 1804.** No corresponding article.

\*English translation of French text incomplete; should include "or assigns."

**ART. 435. Corporations are intellectual beings, different and distinct from all the persons who compose them.**

RCC—427, 436. Acts 1928, No. 250, §12.

**RCC 1870, Art. 435.**

Same as above.

**CC 1825, Art. 426.**

Same as above.

(No reference in Projet)

Les corporations sont des êtres intellectuels, différens et distincts de toutes les personnes qui les composent.

**CC 1808, p. 88, Art. 10.**

Communities or corporations are intellectual beings different and distinct from all the persons who compose them.

**-p. 89, Art. 10.**

Les communautés ou corporations sont des êtres intellectuels différens et distincts de toutes les personnes qui les composent.

**CN 1804.** No corresponding article.

**ART. 436. The estate and rights of a corporation belong so completely to the body, that none of the individuals who compose it, can dispose of any part of them.**

In this respect the thing belonging to a body, is very different from a thing which is common to several individuals, as respects the share which every one has in the partnership which exists between them.

RCC—427, 435, 437, 438. Acts 1928, No. 250, §34(I).

**RCC 1870, Art. 436.**

Same as above.

**CC 1825, Art. 427.**

Same as above, but "respect" misspelled "request."

(Projet, p. 33. Amendment † adopted; no comment)

Les biens et les droits d'une corporation appartiennent tellement au corps, qu'aucun des particuliers qui la composent n'en peut disposer en rien.



En cela la chose appartenant à un corps est très différente d'une chose qui serait commune à plusieurs particuliers pour la part que chacun a en la communauté qui est entr'eux.

**CC 1808, p. 88, Art. 11.**

The estate and rights of a community or corporation belong so completely to the body, that none of the individuals who compose it has any right of ownership in them, nor can dispose of any part of them.

Par. 2 same as par. 2, above; but "request" correctly spelled "respect."

**-p. 89, Art. 11.**

Les biens et les droits d'une communauté ou corporation appartiennent tellement au corps, qu'aucun des particuliers qui la composent, n'y a aucun droit de propriété et n'en peut disposer en rien.

Par. 2 same as par. 2, above; but comma (,) after "corps."

**CN 1804.** No corresponding article.

**ART. 437.** According to the above rule, what is due to a corporation is not due to any of the individuals who compose it, and *vice versa*.

A creditor of a corporation can not therefore compel any of the members thereof to pay what may be due to him by the corporation; he can demand his payment of the corporation only, through their president, syndic or attorney in fact, and he can seize no other effects but such as belong to the corporation, provided the debt has been contracted by the corporation through their president, syndic, or attorney in fact; for if all the individuals who compose the corporation have signed the deed personally, every one of them may be compelled to make payment, either for his individual portion or *in solidum*, when it has been stipulated expressly that the debt was contracted *in solidum*.

RCC—436. Acts 1928, No. 250, §19.

**RCC 1870, Art. 437.**

Same as above.

**CC 1825, Art. 428.**

(No reference in Projet)

Same as above; but comma (,) after second "attorney in fact."

En conséquence de la règle ci-dessus, ce qui est dû à un corps n'est dû aucunement à aucun des particuliers dont le corps est composé, et *vice versa*.

Le créancier de ce corps ne peut donc exiger de chacun des particuliers de ce corps ce qui lui est dû par le corps; il ne peut faire condamner au paiement que le corps dans la personne de son président, syndic ou procureur, et il ne peut saisir que les effets qui appartiennent au corps, pourvu qu'il n'y ait que le corps qui ait contracté la dette, par le ministère de son président, syndic ou procureur; car si tous les particuliers qui composent le corps, ont signé un contrat personnellement, chacun d'eux peut être contraint au paiement, ou pour sa portion virile, ou solidairement, lorsque la solidarité a été expressément stipulée.

**CC 1808, p. 88, Art. 12.**

Par. 1 same as par. 1, above; but comma (,) after "corporation."

**-p. 89, Art. 12.**

Par. 1 same as par. 1, above; but comma (,) after "un corps."

A creditor of a corporation cannot of course, compel any of the members thereof, to pay what may be due to him by the said corporation, he can demand his payment of the corporation only, through their president, syndic or attorney in fact; and he can seize no other effects but such as belong to the said corporation, *provided* the debt has been contracted by the corporation, through their president, syndic or attorney in fact, for if all the individuals who compose the corporation have signed the deed personally, every one of them may be compelled to make payment, either for his individual portion or in *solidum*, when it has been stipulated expressly that the debt was contracted in *solidum*.

Le créancier de ce corps ne peut donc point exiger de chacun des particuliers de ce corps, ce qui lui est dû par le corps, il ne peut faire condamner au payement que le corps dans la personne de son président, syndic ou procureur, et il ne peut saisir que les effets qui appartiennent au corps; *pourvu* qu'il n'y ait que le corps qui ait contracté la dette, par le ministère de son président, syndic ou procureur, car si tous les particuliers qui composent le corps, ont signé au contrat, personnellement, chacun d'eux peut être contraint au payement, ou pour sa portion virile, ou solidairement, lorsque la solidité a été expressément stipulée.

CN 1804. No corresponding article.

**ART. 438.** From the circumstance that a corporation is an intellectual being, it follows that they can not personally transact all that they have a right legally to do, as has been above observed; wherefore it becomes necessary for every corporation to appoint some of their members to whom they may intrust the direction and care of their affairs, under the name of mayor, president, syndics, directors or others, according to the statutes and qualities of such corporation.

RCC—436. Acts 1928, No. 250, §§34, 35.

**RCC 1870, Art. 438.** (Same as Art. 438 of Proposed Revision of 1869)  
Same as above.

**CC 1825, Art. 429.** (No reference in Projet)  
Same as above.

De ce qu'un corps est une personne intellectuelle il s'en suit qu'il ne peut pas faire par lui-même tout ce qu'il lui est permis de faire légalement, comme il a été dit ci-dessus. C'est pourquoi il est de la nature de chaque corps de nommer quelques-uns de ses membres, à qui il confie la direction et le soin de ses affaires, sous le nom de maire, président, syndic, directeur ou autres, selon les statuts et la qualité des corporations.

**CC 1808, p. 90, Art. 13.**

From the circumstance that a corporation is an intellectual being, it follows that they cannot personally transact all that they have a right legally to do, as has been above observed, wherefore it becomes necessary for every corporation to appoint some of their members to whom they may entrust the direction and care of their affairs, under the name of mayor, president, syndics, directors, or others, according to the statutes and qualities of such corporations.

**-p. 91, Art. 13.**

De ce qu'un corps est une personne intellectuelle, il s'en suit qu'il ne peut pas faire par lui-même tout ce qu'il lui est permis de faire légalement, comme il a été dit ci-dessus; c'est pourquoi il est de la nature de chaque corps, de nommer quelques-uns de ses membres, à qui il confie la direction et le soin de ses affaires, sous le nom de maire, président, syndic, directeur ou autres, selon les statuts et la qualité des communautés.

CN 1804. No corresponding article.

**ART. 439.** The attorneys in fact or officers thus appointed by corporations for the direction and care of their affairs, have their respective duties pointed out by their nomination, and exercise them according to the general regulations and particular statutes of the corporation of which they are the heads.

These attorneys or officers, by contracting, bind the corporations to which they belong in such things as do not exceed the limits of the administration which is intrusted to them; their act is supposed to be the act of the corporation.

If the powers of such attorneys or officers have not been expressly determined, they are regulated in the same manner as those of other agents.

Acts 1928, No. 250, §§34, 35.

**RCC 1870, Art. 439.**

Same as above.

**CC 1825, Art. 430.**

Same as above.

(Projet, p. 33. Amendment † adopted; comment by redactors)

Les procureurs ou officiers ainsi nommés par les corporations pour la direction et le soin de leurs affaires, ont leurs fonctions respectives réglées par leur nomination, et les exercent suivant les réglemens généraux et les status particuliers de la corporation dont ils sont chefs.

Ces procureurs ou officiers, en contractant, obligent les corps auxquels ils appartiennent, dans les choses qui n'ex-cèdent pas les bornes de l'administra-tion qui leur est confiée; leur fait est censé le fait du corps.

Si les pouvoirs de ces procureurs ou officiers n'ont pas été expressément fixés, ils se règlent de la même manière que ceux des autres mandataires.

**CC 1808, p. 90, Art. 14.**

The attorneys in fact or officers thus appointed by communities or corporations for the direction and care of their affairs, have their respective duties pointed out by their nomination and exercise them according to the general regulations and particular statutes of the community or corporation of which they are the heads.

These attorneys or officers by contracting, bind the communities to which they belong in such things as do not exceed the limits of the administration which is entrusted to them.

Their act is supposed to be the act of the corporation and it is at their domicile that the citations and petitions which any one has to present against the corporation, are to be left.

If the powers of said attorneys or officers have not been expressly determined, they are regulated in the same manner as those of other mandataries.

**CN 1804.** No corresponding article.

**-p. 91, Art. 14.**

Les procureurs ou officiers ainsi nommés par les communautés ou corporations, pour la direction et le soin de leurs affaires, ont leurs fonctions respectives réglées par leur nomination et les exercent suivant les réglemens généraux et les statuts particuliers de la communauté ou corporation dont ils sont chefs.

Ces procureurs ou officiers, en contractant, obligent les corps auxquels ils appartiennent dans les choses qui n'ex-cèdent pas les bornes de l'administra-tion qui leur est confiée; leur fait est censé le fait du corps; et c'est à leur personne ou à leur domicile que sont données les citations sur les demandes que quelqu'un a à former contre le corps.

Par. 3 same as par. 3, above.

**ART. 440.** Corporations being intellectual persons, they are subject to various kinds of incapacities, some of which are inherent to their nature, others are established by law.

**RCC 1870, Art. 440.**

Same as above.

**CC 1825, Art. 431.**

(No reference in Projet)

Same as above.

Les corporations étant des personnes intellectuelles, il en résulte contre elles diverses sortes d'incapacités, dont les unes sont inhérentes à leur nature et d'autres sont établies par la loi.

**CC 1808, p. 90, Art. 15.**

Communities or corporations being intellectual persons they are subject to various kinds of incapacities some of which are inherent to their nature, others are established by law.

**-p. 91, Art. 15.**

Les communautés ou corporations étant des personnes intellectuelles, il en résulte contre elles diverses sortes d'incapacités dont les unes sont inhérentes à leur nature, et d'autres sont établies par la loi.

**CN 1804.** No corresponding article.

**ART. 441.\*** A corporation can not be administrator, guardian or testamentary executor, nor fulfill any other office of personal trust. A corporation can not be imprisoned, for its existence being ideal, nobody can arrest or confine it.

RCC—257. Acts 1892, No. 95; 1902, No. 45; 1938, No. 81, §15.

**RCC 1870, Art. 441.**

Same as above.

**CC 1825, Art. 432.**

(Projet, p. 33. Amendment † adopted; no comment)

Same as above.

Une corporation ne peut être administratrice, tutrice ou exécutrice testamentaire, ni remplir aucune autre charge personnelle; elle ne peut être mise en prison; car son existence étant purement idéale, personne ne peut l'appréhender ou l'arrêter.

**CC 1808, p. 90, Art. 16.**

A community or corporation cannot be administrator, guardian or testamentary executor, nor fulfil any other office of personal trust. A community cannot be attorney in fact, nor detain an estate for the use of another, for such a trust is foreign to the institution of a community. A community cannot be put in jail, for its existence being ideal, nobody can arrest or confine it.

**-p. 91, Art. 16.**

Une communauté ou corporation ne peut être administratrice, tutrice ou exécutrice testamentaire, ni remplir aucune autre charge personnelle; elle ne peut être chargée de procuration, ni détenir des biens pour l'usage d'un autre, car une pareille charge est hors de son institution; elle ne peut être mise en prison, car son existence étant purement idéale, personne ne peut l'appréhender ou l'arrêter.

**CN 1804.** No corresponding article.

\*In connection with this article see Acts 1892, No. 95; 1902, No. 45; 1938, No. 81, §15.

**ART. 442.** In the same manner a corporation can not bring an action for assault and battery or for other injuries of that nature; for a corporation can neither beat nor be beaten in its corporated\* capacity.

**RCC 1870, Art. 442.**

Same as above.

CC 1825, Art. 433.

(No reference in Projet)

Same as above.

De même une corporation ne peut former une action *d'attaque et batterie*, ou pour autres semblables injures, car une corporation ne peut ni battre ni être battue dans son corps politique.\*

CC 1808, p. 90, Art. 17.

In the same manner, a community or corporation cannot bring an action for assault and battery or for other like injuries; for a corporation can neither beat nor be beaten in its political capacity.

-p. 91, Art. 17.

De même une communauté ou corporation ne peut former une action *d'attaque et batterie*, ou pour autres semblables injures, car une corporation ne peut ni battre ni être battue dans son corps politique.

CN 1804. No corresponding article.

\*Note error in English translation of French text; "corporated" should be "political."

**ART. 443.** A corporation can not commit the crime of treason, or any other crime or offense, in its corporate\* capacity, although its members may be guilty of those crimes in their individual and respective capacities.

RCC 1870, Art. 443.

Same as above.

CC 1825, Art. 434.

(No reference in Projet)

Same as above.

Une corporation ne peut commettre le crime de trahison ou tout autre crime ou délit, dans sa capacité politique,\* quoique ses membres puissent les commettre dans leur capacité individuelle et respective.

CC 1808, p. 90, Art. 18.

A corporation cannot commit the crime of treason or any other crime or offence in its political capacity, although its members may be guilty of those crimes in their individual and respective capacities.

-p. 91, Art. 18.

Same as above; but no punctuation after "délit."

CN 1804. No corresponding article.

\*Note error in English translation of French text; "corporate" should be "political."

**ART. 444.\*** In corporations the act of the majority is considered as the act of the whole.

Acts 1928, No. 250, §§30, 31, 32, 54, 64.

RCC 1870, Art. 444.

Same as above.

CC 1825, Art. 435.

(No reference in Projet)

Same as above.

Dans les corporations l'acte de la majorité est considéré comme l'acte de la totalité.

CC 1808, p. 90, Art. 19.

In communities and corporations the act of the majority is considered as the act of the whole.

-p. 91, Art. 19.

Dans les communautés ou corporations, l'acte de la majorité est considéré comme l'acte de la totalité.

CN 1804. No corresponding article.

\*In connection with this article see Acts 1928, No. 250, §§30, 31, 32, 54, 64.

**ART. 445.** The statutes and regulations which corporations enact for their police and discipline, are obligatory upon all their respective members who are bound to obey them, provided such statutes contain nothing contrary to the laws, to public liberty, or to the interest of others.

Acts 1928, No. 250, §29.

**RCC 1870, Art. 445.**

Same as above.

**CC 1825, Art. 436.**

Same as above.

(Projet, p. 34. Amendment † adopted; no comment)

Les statuts et règlements que les corporations font pour leur police et discipline, sont obligatoires pour tous leurs membres respectivement, lesquels sont tenus d'y obéir, pourvu que ces statuts ne contiennent rien de contraire aux lois, à la liberté publique et à l'intérêt d'autrui.

**CC 1808, p. 90, Art. 20.**

The statutes and regulations which communities and corporations enact for their police and discipline, are obligatory upon all their respective members who are bound to obey them, *provided* said statutes contain nothing contrary to the laws, to public liberty, or to the interest of others.

Statutes acquire the force of laws, if they have been approved or enforced by an act of the legislature which has a right to restrict or limit said approbation, as they may deem it convenient.

**-p. 91, Art. 20.**

Les statuts et règlements que les communautés ou corporations font pour leur police et discipline, sont obligatoires pour tous leurs membres respectivement, lesquels sont tenus d'y obéir, *pourvu* que ces statuts ne contiennent rien de contraire aux lois, à la liberté publique et à l'intérêt d'autrui.

Ces statuts acquièrent force de loi, s'ils ont été approuvés ou mis en vigueur par un acte de la Législature qui peut opposer à son approbation, telle restriction ou limitation qu'elle juge convenable.

**CN 1804.** No corresponding article.

**ART. 446.** Corporations unauthorized by law or by an act of the Legislature, enjoy no public character, and can not appear in a court of justice, but in the individual name of all the members who compose it, and not a political body; although these corporations may acquire and possess estates, and have common interests as well as other private societies.

RCC—432, 2801 *et seq.* CP—165 (2). Acts 1918, No. 179, §1(3, 12).

**RCC 1870, Art. 446.**

Same as above.

(Same as Art. 446 of Proposed Revision of 1869)

**CC 1825, Art. 437.**

Corporations unauthorised by law or by an act of the legislature, enjoy no public character, and cannot appear in a court of justice, but in the individual name of all the members who compose it, and not as a political body; although these corporations may acquire and possess estates, and have common interests as well as all other private societies.

(No reference in Projet)

Les corporations qui ne sont point autorisées par la loi ou par un acte de la législature, ne jouissent d'aucun caractère public, et ne peuvent agir en justice qu'au nom individuel de tous les membres qui les composent, et non comme corps politiques, quoique ces corporations puissent acquérir et posséder des biens, et avoir des intérêts communs, comme dans toutes les autres sociétés particulières.

**CC 1808, p. 90, Art. 21.**

Communities or corporations unauthorised by law or by an act of the

**-p. 91, Art. 21.**

Les communautés ou corporations qui ne sont point autorisées par la loi ou

legislature, enjoy no public character and cannot appear in a court of justice, but in the individual name of all the members who compose it, and not as a political body. Although these communities or corporations may acquire and possess estates, and have common interests as well as all other private societies.

par un acte de la Législature, ne jouissent d'aucun caractère public, et ne peuvent agir en justice qu'au nom individuel de tous les membres qui les composent et non comme corps politiques, quoique ces communautés ou corporations puissent acquérir et posséder des biens, et avoir des intérêts communs comme dans toutes les autres sociétés particulières.

CN 1804. No corresponding article.

Chapter 3—OF THE DISSOLUTION OF CORPORATIONS

ART. 447.\* A corporation legally established may be dissolved:

1. By an act of the Legislature, if they deem it necessary or convenient to the public interest; provided that when the act of incorporation imports a contract, on the faith of which individuals have advanced money or engaged their property, it can not be repealed without providing for the reimbursement of the advances made, or making full indemnity to such individuals;

2. By the forfeiture of their charter, when the corporation abuses its privileges, or refuses to accomplish the conditions on which such privileges were granted, in which case the corporation becomes extinct by the effect of the violation of the conditions of the act of incorporation.

RCC—612. Acts 1928, No. 250, §§53 *et seq.*

RCC 1870, Art. 447. (Same as Art. 447 of Proposed Revision of 1869)  
Same as above.

CC 1825, Art. 438. (Projet, p. 34. Amendment † adopted; no comment)

Par. 1 and subd. 1 same as par. 1 and subd. 1, above.

Une corporation légalement établie, peut être dissoute:

1. Par un acte de la législature, si elle le croit nécessaire ou convenable à l'intérêt public; bien entendu que, quand l'acte d'incorporation équivaut à un contrat, sous la foi duquel des particuliers ont avancé leurs fonds ou engagé leurs biens, on ne peut le rappeler, sans pourvoir au remboursement de ces avances, ou au paiement des indemnités qui peuvent être dues à ces particuliers;

2. By the forfeiture of their charter, when the corporation abuse their privileges [privileges], or refuse to accomplish the conditions on which such privileges were granted, in which case the corporation becomes extinct by the effect of the violation of the conditions of the act of incorporation.

2. Par forfeiture de sa charte, lorsque cette corporation fait abus de ses franchises, ou qu'elle néglige ou refuse d'exécuter les conditions auxquelles elles lui ont été accordées, dans lequel cas la corporation devient nulle par l'effet de la violation des clauses de l'incorporation.

CC 1808, p. 92, Art. 22.

A community or corporation legally established may be dissolved:

1. By an act of the legislature, if they deem it necessary or convenient

-p. 93, Art. 22.

Une communauté ou corporation légalement établie peut être dissoute:

1. Par un acte de la Législature, si elle le croit nécessaire ou convenable à

to the public interest in all cases in which the existence of said corporation is not warranted by treaties;

2. By the forfeiture of their charter when the community or corporation abuses their privileges, or refuses to accomplish the conditions on which such privileges were granted, in which case the corporation becomes null and void, by the effect of the violation of the conditions of the act of incorporation.

l'intérêt public, dans tous les cas où l'existence de cette corporation n'est pas garantie par les traités;

2. Par la forfeiture de sa charte, lorsque cette communauté ou corporation fait abus de ses franchises, ou qu'elle néglige ou refuse d'exécuter les conditions auxquelles elles lui ont été accordées, dans lequel cas la corporation devient nulle par l'effet de la violation des clauses de l'incorporation.

**CN 1804.** No corresponding article.

\*In connection with this article see Acts 1928, No. 250, §§53, 54, 55, 56.