

ient and appropriate, each of which rules and regulations shall have the force and effect of law.

Sec. 3. The commissioners shall study the various semi-professional and professional athletic programs of the state, and shall report annually to the Governor. Said report shall include the recommendations of the commission for the advancement and improvement of athletic programs and activities in Alaska.

Nothing herein shall be construed to give the commissioner or the commission jurisdiction over the athletes or the athletic programs of any elementary or high school or any college or university.

Each commissioner in his area shall attend and supervise all boxing and

wrestling events, and such other athletic events as he may deem necessary and may provide for the attendance of a physician at such events whose fees shall be paid for by the promoter or manager of such program.

Sec. 4. The commission may meet at least once a year at the call of the Governor, and when so called the members of the commission may at the election of the Governor receive actual travel expenses incurred in carrying out the purposes of this Act, and may receive such per diem allowance for time spent at meetings as shall be allowed by law or by executive order.

Sec. 5. This Act shall take effect immediately upon its passage and approval or upon its becoming law without such approval.

Approved April 30, 1959

## CHAPTER 148

### AN ACT

**Relating to uniform stock transfer; supplementing the provisions of Ch. 126 SLA 1957; and providing for an effective date.**

(S.B. 61)

**Be it enacted by the Legislature of the State of Alaska:**

Section 1. **Citation of Act.** This Act may be cited as the Uniform Stock Transfer Act.

Sec. 2. **Method or Mode of Transfer of Certificates and Shares.** Title to a certificate and to the shares represented thereby can be transferred only:

(1) By delivery of the certificate indorsed either in blank or to a specified person by the persons appearing by the certificate to be the owner of the shares represented thereby, or

(2) By delivery of the certificate and a separate document containing a written assignment of the certificate or a power of attorney, to sell, assign, or transfer the same or the shares represented thereby, signed by the person appearing by the certificate to be the owner of the shares represented thereby. Such assignment or power of attorney

may be either in blank or to a specified person.

The provisions of this section shall be applicable although the charter or articles of incorporation or code of regulations or by-laws of the corporation issuing the certificate and the certificate itself, provide that the shares represented thereby shall be transferable only on the books of the corporation or shall be registered by a registrar or transferred by a transfer agent.

Sec. 3. **Powers of Fiduciaries or Persons Lacking Legal Capacity Not Enlarged.** Nothing in this Act shall be construed as enlarging the powers of an infant or other person lacking full legal capacity, or of a trustee, executor or administrator, or other fiduciary, to make a valid indorsement, assignment or power of attorney.

Sec. 4. **Registered Holder as Owner.** Nothing in this Act shall be construed as forbidding a corporation:

(1) To recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, or

(2) To hold liable for calls and assessments a person registered on its books as the owner of shares.

**Sec. 5. Title as Between Bona Fide Purchaser and Prior Transferee Under Power of Attorney or Assignment Not Appearing on Certificate.** The title of a transferee of the certificate under a power of attorney or assignment not written upon the certificate, and the title of any person claiming under such transferee, shall cease and determine, if, at any time prior to the surrender of the certificate to the corporation issuing it, another person, for value in good faith, and without notice of the prior transfer, shall purchase and obtain delivery of such certificate with the indorsement of the person appearing by the certificate to be the owner thereof, or shall purchase and obtain delivery of such certificate and the written assignment or power of attorney of such person, though contained in a separate document.

**Sec. 6. Delivery of Certificate by Person Without Right of Possession or Authority.** The delivery of a certificate to transfer title in accordance with the provisions of Sec. 2, is effectual, except as provided in Sec. 8, though made by one having no right of possession and having no authority from the owner of the certificate or from the person purporting to transfer the title.

**Sec. 7. Indorsement of Certificate: Fraud, Mistake and Other Matters Rendering Indorsement Ineffectual.** The indorsement of a certificate by the person appearing by the certificate to be the owner of the shares represented thereby is effectual, except as provided in Sec. 8, though the indorser or transferor:

(1) Was induced by fraud, duress or mistake, to make the indorsement or delivery, or

(2) Has revoked the delivery of the certificate, or the authority given by the indorsement or delivery of the certificate, or

(3) Has died or become legally inca-

pacitated after the indorsement, whether before or after the delivery of the certificate, or

(4) Has received no consideration.

**Sec. 8. Rescinding Transfer and Reclaiming Possession of Certificate: Grounds: Auxiliary Relief by Injunction or Impounding.** If the indorsement or delivery of a certificate:

(1) Was procured by fraud or duress, or

(2) Was made under such mistake as to make the indorsement or delivery inequitable; or

If the delivery of the certificate was made:

(3) Without authority from the owner, or

(4) After the owner's death or legal incapacity, the possession of the certificate may be reclaimed and the transfer thereof rescinded, unless:

(a) The certificate has been transferred to a purchaser for value in good faith without notice of any facts making the transfer wrongful, or

(b) The injured person has elected to waive the injury, or has been guilty of laches in endeavoring to enforce his rights.

Any court of appropriate jurisdiction may enforce specifically such right to reclaim the possession of the certificate or to rescind the transfer thereof, and pending litigation, may enjoin the further transfer of the certificate or impound it.

**Sec. 9. Rights of Subsequent Purchaser in Good Faith.** Although the transfer of a certificate or of shares represented thereby has been rescinded or set aside nevertheless, if the transferee has possession of the certificate or of a new certificate representing part or the whole of the same shares of stock, a subsequent transfer of such certificate by the transferee, mediately or immediately, to a purchaser for value in good faith, without notice of any facts making the transfer wrongful, shall give such purchaser an indefeasible right to the certificate and the shares repre-

sented thereby.

**Sec. 10. Delivery of Certificate Without Indorsement: Obligation to Complete Transfer and Enforcement of Same.** The delivery of a certificate by the person appearing by the certificate to be the owner thereof without the indorsement requisite for the transfer of the certificate and the shares represented thereby, but with intent to transfer such certificate or shares shall impose an obligation, in the absence of an agreement to the contrary, upon the person so delivering, to complete the transfer by making the necessary indorsement. The transfer shall take effect as of the time when the indorsement is actually made. This obligation may be specifically enforced.

**Sec. 11. Transfer of Certificate Without Delivery as in Effect a Promise to Transfer.** An attempted transfer of title to a certificate or to the shares represented thereby without delivery of the certificate shall have the effect of a promise to transfer and the obligation, if any, imposed by such promise shall be determined by the law governing the formation and performance of contracts.

**Sec. 12. Warranties Implied on Transfer of Certificate or Claim Secured by Certificate.** A person who for value transfers a certificate, including one who assigns for value a claim secured by a certificate, unless a contrary intention appears, warrants:

- (1) That the certificate is genuine,
- (2) That he has a legal right to transfer it, and
- (3) That he has no knowledge of any fact which would impair the validity of the certificate.

In the case of an assignment of a claim secured by a certificate, the liability of the assignor upon such warranty shall not exceed the amount of the claim.

**Sec. 13. Warranties of Mortgagee or Other Holder for Security Demanding or Receiving Payment.** A mortgagee, pledgee, or other holder for security of a certificate who in good faith demands or receives payment of the debt for which such certificate is security, wheth-

er from a party to a draft drawn for such debt, or from any other person, shall not by so doing, be deemed to represent or to warrant the genuineness of such certificate, or the value of the share represented thereby.

**Sec. 14. Attachment of or Levy on Shares. New Certificates on Surrender of Old Ones.** No attachment or levy upon shares of stock for which a certificate is outstanding shall be valid until such certificate be actually seized by the officer making the attachment or levy, or be surrendered to the corporation which issued it, or its transfer by the holder be enjoined. Except where a certificate is lost or destroyed, such corporation shall not be compelled to issue a new certificate for the stock until the old certificate is surrendered to it.

**Sec. 15. Creditor's Right to Injunction or Other Remedy in Aid of Attachment or Levy.** A creditor whose debtor is the owner of a certificate shall be entitled to such aid from courts of appropriate jurisdiction, by injunction and otherwise, in attaching such certificate or in satisfying the claim by means thereof as is allowed at law or in equity, in regard to property which can not readily be attached or levied upon by ordinary legal process.

**Sec. 16. Statement in Certificate as Essential to Corporation's Lien on Shares or Restriction on Transfer.** There shall be no lien in favor of a corporation upon the shares represented by a certificate issued by such corporation and there shall be no restriction upon the transfer of shares so represented by virtue of any by-law of such corporation, or otherwise, unless the right of the corporation to such lien or the restriction is stated upon the certificate.

**Sec. 17. Alteration of Certificate: Effect on Title.** The alteration of a certificate, whether fraudulent or not and by whomsoever made, shall not deprive the owner of his title to the certificate and the shares originally represented thereby, and the transfer of such a certificate shall convey to the transferee a good title to such certificate and to the shares originally represented thereby.

**Sec. 18. Lost or Destroyed Certificate:**

**Issuance of New Certificate: Corporation's Liability to Transferee or Original Certificate.** In any case not provided for by this Act, the rules of law and equity, including the law merchant, and in particular the rules relating to the law of principal and agent, executors, administrators and trustees, and to the effect of fraud, misrepresentation, duress or coercion, mistake, bankruptcy, or other invalidating cause, shall govern.

**Sec. 19. Law Applicable to Cases Not Provided for by Act.** Where a certificate has been lost or destroyed a court of competent jurisdiction may order the issue of a new certificate therefor on service of process upon the corporation and on reasonable notice by publication, and in any other way which the court may direct, to all persons interested, and upon satisfactory proof of such loss or destruction and upon the giving of a bond with sufficient surety to be approved by the court to protect the corporation or any person injured by the issue of a new certificate from any liability or expense which it or they may incur by reason of the original certificate remaining outstanding. The court may also in its discretion order the payment of the corporation's reasonable costs and counsel fees.

The issue of a new certificate under an order of the court as provided in this section, shall not relieve the corporation from liability in damages to a person to whom the original certificate has been or shall be transferred for value without notice of the proceedings or of the issuance of the new certificate.

**Sec. 20. Interpretation and Construction.** This Act shall be so interpreted and construed as to effectuate its general purpose to make uniform the law of those states which enact it.

**Sec. 21. Indorsement of Certificate: What Constitutes.** A certificate is indorsed when an assignment or a power of attorney to sell, assign, or transfer the certificate or the shares represented thereby is written on the certificate and signed by the person appearing by the certificate to be the owner of the shares represented thereby, or when the signature of such person is written without more upon the back of the certificate.

In any such cases a certificate is indorsed though it has not been delivered.

**Sec. 22. Person Appearing by the Certificate to Be the Owner.** The person to whom a certificate was originally issued is the person appearing by the certificate to be the owner thereof, and of the shares represented thereby, until and unless he indorses the certificate to another specified person, and thereupon such other specified person is the person appearing by the certificate to be the owner thereof until and unless he also indorses the certificate to another specified person. Subsequent special indorsements may be made with like effect.

**Sec. 23. Terms Defined.** (1) In this Act, unless the context or subject matter otherwise requires:

"Certificate" means a certificate of stock in a corporation organized under the laws of this State or of another state or territory whose laws are consistent with this Act.

"Delivery" means voluntary transfer of possession from one person to another.

"Person" includes a corporation or partnership or two or more persons having a joint or common interest.

To "purchase" includes to take as mortgagee or as pledgee.

"Purchaser" includes mortgagee and pledgee.

"Shares" mean a share or shares of stock in a corporation organized under the laws of this State or of another state whose laws are consistent with this Act.

"State" includes, State, Territory, District and Insular possession of the United States.

"Title" means legal title and does not include a merely equitable or beneficial ownership or interest.

"Transfer" means transfer of legal title.

"Value" is any consideration sufficient to support a simple contract. An antecedent or pre-existing obligation,

whether for money or not, constitutes value where a certificate is taken either in satisfaction thereof or as security therefor.

(2) A thing is done "in good faith" within the meaning of this Act, when it

is in fact done honestly, whether it be done negligently or not.

**Sec. 24. Effective Date.** This Act shall take effect immediately upon its passage and approval or upon its becoming law without such approval.

Approved May 1, 1959

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## CHAPTER 149

### AN ACT

**To amend Ch. 41, Sec. 1, SLA 1957, as amended by Ch. 175, Sec. 1, SLA 1957, by providing that deductions may not be made from salaries of employees in certain circumstances.**

(S.B. 85)

**Be it enacted by the Legislature of the State of Alaska:**

Section 1. Sec. 1 of Ch. 41, SLA 1957, as amended by Sec. 1 of Ch. 175, SLA 1957, is hereby amended to read as follows:

**Section 1. Tax Imposed: Persons Subject to Tax: Amount: Payment: Due Date of Tax: Penalty for Delinquency.** There is hereby imposed upon all persons nineteen years of age or over who are gainfully employed in this state or on the waters thereof a school tax of \$10.00 per year except (1) those married women who are unemployed and whose support is entirely dependent upon the income of their husbands and whose husband has paid a school tax for the current year, and (2) those persons exempt under the provisions of Sec. 37-4-3 ACLA 1949.

The tax shall be due on January 1 and shall be paid not later than December 31 of the calendar year for which it is imposed. All employers upon the first regular payroll after January 1, of each calendar year or, in

the case of employees on later payrolls, on the first payroll after their employment, shall make deduction of such tax from the employee's salary or other compensation and transmit it to the Territorial Tax Commissioner on or before the last day of the following month, provided no deduction may be made in the first pay period from the compensation of persons casually employed unless the amount earned in such pay period is twenty-five dollars or more. Return forms for this purpose shall be prescribed and provided by the Tax Commissioner. A penalty of 20% shall be added to the amount of any tax delinquency hereunder and shall be levied against and paid by the taxpayer, is self-employed; said penalty shall otherwise be levied against and paid by the employer.

School tax receipts shall be prepared in quadruplicate by the Tax Commissioner; the original shall be retained and filed in the Commissioner's office, and three copies shall be transmitted to the tax-payer if self-employed, otherwise to the employer who shall retain one copy and forthwith deliver two copies to the employee.

Approved May 1, 1959

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## CHAPTER 150

### AN ACT

**Levying a gross premiums tax on insurance business transacted in Alaska by**