No. 352.

AN ACT

To incorporate the Madison manufacturing company, in the county of Philadelphia.

SECTION 1. *Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same*, That Johnson M'Lanahan, Henry C. Corbit, Robert Patterson, Mordecai D. Lewis, Gideon Scull, James C. Hand, Isaac Wendell and Paul K. Hubbs, shall be and they are hereby appointed commissioners for the purposes hereinafter mentioned, that is to say: They or any three of them, after giving two weeks public notice in one or more newpapers published in the city or county of Philadelphia, of the time and place by them appointed for that purpose, shall procure, open and keep open, for at least four hours per day on two successive days, a suitable book, and receive subscriptions therein from all persons duly qualified and desirous of taking stock in the company, to be incorporated in pursuance of this act, and the form of such subscriptions shall be as follows, viz: "We, whose names are hereunto affixed, do severally promise to pay to the Madison manufacturing company, in the county of Philadelphia, the sum of one hundred dollars for each and every share of stock set opposite to our respective names, at such times and in such instalments as the managers of said company may require;" and the said persons shall, at the time of subscribing or within thirty days thereafter, pay to the said commissioners an instalment of five dollars on each share by them respectively subscribed; and when five hundred or more shares of said stock shall have been bona fide subscribed, and five dollars on each share paid thereon to the commissioners as aforesaid, the said commissioners, or a majority of them, shall certify the same to the governor, and shall verify the statements contained in said certificate by their affidavit, whereupon the governor shall, by letters patent, create and constitute the subscribers, and those who may thereafter subscribe to the stock of said company, their successors and assigns, a body corporate and politic, by the name, style and title of the "Madison manufacturing company, in the county of Philadelphia;" and the said company, by the said name, style and title, shall be able and capable in law to sue and be sued, plead and be impleaded in all courts of law and equity; to take, purchase, have, hold, possess and enjoy, sell, dispose of and convey lands, tenements, hereditaments, goods, chattels, effects, rights and credits—also to have and to use a common seal, and the same to change, alter and renew at pleasure, and shall have all the other proper incidents of a corporation: *Provided*, That the real estate to be held by said corporation, or to be purchased, sold or disposed of, except such as may be purchased under an execution, or otherwise taken in payment of an existing debt belonging to said company, shall be such only as may be necessary or convenient for the use, management or business of said company, as hereinafter mentioned.

Commissioners.

Form of subscription.

Subscriptions.

Letters patent.

Name.

Powers and privileges.

SECTION 2. The stockholders in said company when incorporated as aforesaid, or as soon thereafter as may be convenient, shall meet at such time and place as shall be designated by a majority of said commissioners, after two weeks public notice in one or more newspapers published in the city or county of Philadelphia, and elect, by ballot, five managers to conduct and manage the business and affairs of said company, and annually thereafter, at such times and places as may be fixed and determined by the by-laws of said company, of which two weeks previous public notice shall be given in one or more newspapers published as aforesaid, the said stockholders shall, in like manner, elect five managers to conduct and manage the business and affairs of said company; and the said stockholders at every such election shall designate, by their votes, which of said managers shall be president—and they shall also choose one person as treasurer of said company, who may or may not be a manager or stockholder in said company; each share of stock shall entitle the holder thereof to one vote at any such general meeting or election, and any number of persons representing a majority in interest, shall constitute a quorum for the transaction of business, but no voting shall be done by proxy, nor shall any one person be entitled to more than one-third of the whole number of votes to which the holders of all the shares, in the capital stock of said company, would be entitled; and the said stockholders at any general meeting convened, after public notice as aforesaid, shall have power and authority to enact and establish such by-laws, rules and regulations as may be deemed proper and expedient, not inconsistent with the laws of this commonwealth, and the same from time to time to change, alter or repeal at pleasure; the first election shall be conducted by the commissioners, or a majority of them, and all subsequent elections by such persons and in such a manner as the by-laws shall direct; a majority of the managers shall form a quorum for the transaction of business, and they shall have power, from time to time, to appoint such clerks, agents, factors or other persons as the business of said company may require, and to fill vacancies in their own body, or in the office of president or treasurer; they may require from the treasurer, and other officers or agents, such security as they may deem expedient for the faithful performance of their respective duties; and shall cause books to be prepared, in which shall be recorded all the votes and proceedings of the stockholders and managers; also suitable books of account in which shall be entered and fairly stated, all the business transactions of said company.

Annual election.

Votes.

Quorum.

By-laws.

Agents, &c.

Vacancies.

Security.

Commissioners and treasurer.

SECTION 3. The commissioners aforesaid shall pay over to the treasurer of said company, immediately after he has entered upon the duties of his office, all the money received by them jointly or severally, on account of the shares of stock in said company, subscribed as aforesaid, first deducting therefrom the amount of such reasonable expenses as may have been necessarily incurred by them in the performance of the duties assigned them by this act; and the managers of said company shall call in and collect the amount subscribed by the stockholders, at such times, in such instalments, and in such manner as they may deem expedient, and they may from time to time take and receive such additional subscriptions to the capital stock as may be thought advisable, payment thereof to be made as aforesaid; but the total amount of the capital stock of said company shall not at any time exceed five thousand shares, of one hundred dollars each, as aforesaid.

Additional subscriptions.

Notes.

SECTION 4. That no note or obligation given by any stockholder, whether secured by a pledge of the stock in said company, or otherwise, shall be considered as payment of any part of the capital stock, until such notes or obligations shall have been actually paid; and no loan of money shall be made by said company to any stockholder therein, whether secured by the pledge of shares in said company, or otherwise; and if any such loan shall be made, the managers and

Loans.

officers of said company who shall make such loan, or assent thereto, shall be jointly and severally liable for the payment of all the debts of said company, contracted prior to the payment of said loan, to the amount of said loan, recoverable by action of debt as in other cases.

Liability.

SECTION 5. The said company shall establish and put into operation, in the county of Philadelphia, a manufactory for the making of cotton or woollen goods, or goods composed partly of cotton and partly of wool, or other material, and may bleach, dye or print such, or any other like goods, for themselves, or for any other person or persons, in the county of Philadelphia; and the capital stock and other funds of said company shall be vested and employed in the purchase of a suitable site or sites, and in the erection, construction or providing the proper buildings, machinery and utensils necessary or convenient for the management and prosecution of the business aforesaid, and in furnishing and supplying the proper stock, materials, artizans and workmen, for carrying on and conducting the said business; and they shall have power to sell, vend, or otherwise dispose of the goods so manufactured, bleached, dyed or printed, and their other property and effects, in such manner, and at such times as they may deem expedient; and all the other matters and things proper to be done, in order to the full enjoyment and performance of the privileges and duties hereby conferred and enjoined, shall be done and performed in such manner as may be prescribed by the by-laws of said company; but nothing herein contained shall be so construed as to confer any banking privileges whatever.

Manufactory established.

SECTION 6. The total amount of the debts and liabilities of said company shall not at any time exceed double the amount of its capital stock actually paid in; and in case the same shall at any time exceed that amount, the managers for the time being shall be jointly and severally liable for the excess, and the same may be recovered by action of debt, as in other cases; and if at any time before the whole amount of the stock actually subscribed in said company shall have been paid in, the said company shall neglect or refuse to pay any of its debts or liabilities, for the period of ninety days after the same shall have become due and payable, the stockholders on whose shares any instalments or balance remains to be paid, shall be liable, jointly and severally, for the payment of such debts and liabilities, in an amount equal to such instalment or balance so remaining unpaid on the shares by them respectively held, recoverable by action of debt, as aforesaid; and the amount so paid by any such stockholder, with interest and cost thereon, if any, shall, upon the presentation of the proper vouchers, or evidence of such payment, to the president or treasurer of said company, be taken and received as payment of an equal amount, on account of the said remaining instalments, or balance payable on the shares held by him in the capital stock of said company.

Amount of debts, liabilities, &c.

SECTION 7. The shares in the capital stock of said company shall be numbered from number one upward, in progressive order, and certificates in proper form, signed by the president and treasurer, shall be issued to the stockholders, for the shares by them respectively held; and the number attached to each share included therein, shall be particularly set forth in every such certificate: said shares may be transferred by assignment, on the books of said company, in person, or by power of attorney, duly authorized, in presence of the president or treasurer; and in every case of transfer, the former certificate shall be given up and cancelled, and a new certificate shall be issued in its stead, in favor of the person to whom said shares had been transferred; but no share shall be transferred on which any instalment called for by the

Certificates of shares.

Transferable.

managers, in pursuance of the authority herein granted, remains due and unpaid, except by the consent of a majority of said managers first had and obtained; nor shall any share entitle the holder thereof to vote at any general meeting or election, on which any such instalment shall be due and unpaid, for the period of thirty days; and if any such instalment shall remain due and unpaid on any share or shares, for the period of ninety days after the same has been required to be paid, the managers shall have power, after giving thirty days public or private notice of their intention so to do, to the person or persons in whose name the said share or shares may stand on the books of the company, to declare the said share or shares forfeited for the use of the company, or they may sue for and recover, for the use of said company, the amount of such instalment, together with interest, at the rate of twelve per cent. per annum, from the time the same became due and payable.

Instalments.

Forfeiture.

Dividends.

SECTION 8. Dividends of so much of the profits of the business of said company, as shall appear advisable to the managers, shall be declared at least once in every year, and paid to the stockholders, or their legal representatives, on application, at any time after the expiration of ten days from the period of declaring the same; but they shall in no case exceed the amount of the nett profits actually made and acquired, after deducting all losses and expenses sustained or incurred by said company, so that the capital stock of said company shall never be impaired thereby; and if the managers shall declare and pay any dividend which shall impair the capital stock, they shall be jointly and severally liable for so much of the said stock as may be thus impaired and divided, and the same may be recovered by the said company, or by any person or persons injured or aggrieved, by the making of such dividends, in an action for debt as in other cases.

Capital stock not to be impaired.

Duration of charter.

SECTION 9. This act shall continue in force for the period of twenty-five years from the date of its passage: *Provided*, That the legislature shall have the right at any time to amend, alter or annul the same, in such manner, however, as to do no injustice to the corporators.

JAMES ROSS SNOWDEN,
Speaker of the House of Representatives.

WILLIAM P. WILCOX,
Speaker of the Senate.

APPROVED—The thirtieth day of April, one thousand eight hundred and forty-four.

DAVID R. PORTER.