

No. 32.

## AN ACT

To provide for the incorporation and regulation of certain corporations.

SECTION 1. *Be it enacted, &c.*, That corporations may be formed under the provisions of this act by the voluntary association of five or more persons, for the purposes, and in the manner mentioned herein, and when so formed, each of them by virtue of its existence as such, shall have the following powers, unless otherwise specially provided:

How corporations may be formed.

## GENERAL POWERS.

*First.* To have succession by its corporate name for the period limited by its charter, and when no period is limited thereby, or by this act, perpetually, subject to the power of the general assembly, under the constitution of this commonwealth.

Corporate powers.

*Second.* To maintain and defend judicial proceedings.

*Third.* To make and use a common seal and alter the same at pleasure.

*Fourth.* To hold, purchase and transfer such real and personal property as the purposes of the corporation require, not exceeding the amount limited by its charter or by law.

*Fifth.* To appoint and remove such subordinate officers and agents as the business of the corporation requires, and to allow them a suitable compensation.

*Sixth.* To make by-laws not inconsistent with law, for the management of its property, the regulation of its affairs and the transfer of its stock.

*Seventh.* To enter into any obligation necessary to the transaction of its ordinary affairs.

## CLASSES.

SECTION 2. The purposes for which the said corporation may be formed, shall be as follows, and shall be divided into two classes:

Divided into two classes.

## CORPORATIONS NOT FOR PROFIT—FIRST CLASS.

The first, those for—

- I. The support of public worship.
- II. The support of any benevolent, charitable, educational or missionary undertaking.
- III. The support of any literary, medical or scientific undertaking, library association, or the promotion of music, painting or other fine arts.
- IV. The encouragement of agriculture and horticulture.
- V. The maintenance of public or private parks, and of facilities for skating, boating, trotting and other innocent or athletic sports, including clubs for such purposes, and for the preservation of game and fish.
- VI. The maintenance of a club for social enjoyments.

Of what the first class to consist.

- VII. The maintenance of a public or private cemetery.  
 VIII. The erection of halls for public or private purposes.  
 IX. The maintenance of a society for beneficial or protective purposes to its members from funds collected therein.  
 X. The support of fire engine, hook and ladder, hose or other companies for the control of fire.  
 Each of the said corporations may hold real estate to an amount the clear yearly value or income whereof shall not exceed twenty thousand dollars.

Power to hold real estate.

CORPORATIONS FOR PROFIT—SECOND CLASS.

Of what the second class to consist.

- The second class, those for—  
 I. The insurance of the lives of domestic animals.  
 II. The insurance of human beings against death, sickness or personal injury.  
 III. The prevention and punishment of theft or wilful injuries to property, and insurance against such risks.  
 IV. The construction and maintenance of any species of road other than a railroad, and of bridges in connection therewith.  
 V. The construction and maintenance of a bridge over streams within this state.  
 VI. The construction and maintenance of a telegraph line.  
 VII. The establishment and maintenance of a ferry.  
 VIII. The building of ships, vessels or boats, and carriage of persons and property thereon.  
 IX. The supply of water to the public.  
 X. The supply of ice to the public.  
 XI. The manufacture and supply of gas, or the supply of light or heat to the public by any other means.  
 XII. The transaction of a printing and publishing business.  
 XIII. The establishment and maintenance of an hotel or boarding house, opera and market house, or either.  
 XIV. The creating, purchasing, holding and selling of patent rights for inventions and designs, with the right to issue license for the same, and receive pay therefor.  
 XV. Building and loan associations.  
 XVI. Associations for the purchase and sale of real estate, and for safe deposit companies.  
 XVII. The manufacture of iron or steel, or both, or of any other metal, or of any article of commerce from metal or wood, or both.  
 XVIII. The carrying on of any mechanical, mining, quarrying or manufacturing business, including all of the purposes covered by the provisions of the acts of the general assembly, entitled "An Act to encourage manufacturing operations in this commonwealth," approved April seventh, one thousand eight hundred and forty-nine, entitled "An Act relating to corporations for mechanical, manufacturing, mining and quarrying purposes," approved July eighteenth, one thousand eight hundred and sixty-three, and the several supplements to each of said acts, including the incorporation of grain elevator, storage warehouse and storage yard companies; and also, including the storage and transportation

of water, with the right to take rivulets and land, and erect reservoirs for holding water, and excluding the distilling or manufacture of intoxicating liquors.

XIX. The insurance of owners of real estate, mortgagees, and others interested in real estate, from loss by reason of defective titles, liens and incumbrances.

XX. The re-chartering of corporations of either of these classes, the charters whereof are about to expire.

MODE OF INCORPORATION.

SECTION 3. The charter of an intended corporation must be subscribed by five or more persons, three of whom at least must be citizens of this commonwealth, and shall set forth.

Charter to be subscribed by five or more persons.

CONTENTS OF CERTIFICATE.

- I. The name of the corporation.
- II. The purpose for which it is formed.
- III. The place or places where its business is to be transacted.
- IV. The term for which it is to exist.
- V. The names and residences of the subscribers and the number of shares subscribed by each.
- VI. The number of its directors and the names and residences of those who are chosen directors for the first year.
- VII. The amount of its capital stock, if any, and the number and par value of shares into which it is divided.

What to set forth.

NOTICE TO BE GIVEN.

Notice of the intention to apply for any such charter shall be inserted in two newspapers of general circulation, printed in the proper county, for three weeks, setting forth briefly the character and object of the corporation to be formed, and the intention to make application therefor.

Notice of intention to apply for charter, to be published.

CERTIFICATES FOR FIRST CLASS.

The said certificates of incorporation of the first class shall be acknowledged by at least three of those who subscribe to them before the recorder of deeds of the county in which the business of the corporation is to be transacted, to be their act and deed, and the same being duly certified under the hand and official seal of the said recorder of deeds, shall be presented to a law judge of the said county, accompanied by proof of the publication of the notice of such application, who is hereby required to pursue and examine said instrument, and if the same shall be found to be in the proper form, and within the purposes named in the first class specified in the foregoing section, and shall appear lawful and not injurious to the community, he shall endorse thereon these facts, and shall order and decree thereon that the charter is approved, and that upon the recording of the said charter and order, the subscribers thereto and their associates, shall be a corporation for the purposes and upon the terms therein stated, and the said order and charter shall be recorded in the office for the recording of deeds in and for the

Certificates of the first class to be acknowledged before recorder.

To be presented to and examined by law judge.

If correct, approval to be endorsed thereon, &c.

To be recorded.

From thenceforth the subscribers to be a corporation.

county aforesaid, and from thenceforth the persons named therein and subscribing the same, and their associates and successors, shall be a corporation by the name therein given.

#### CERTIFICATES FOR SECOND CLASS.

What certificates of the second class to set forth.

The certificate for a corporation embraced within the second class, named in the foregoing section, shall set forth all that is hereinbefore required to be set forth, and except building and loan associations, shall also state that ten per centum of the capital stock thereof has been paid in cash to the treasurer of the intended corporation, and the name and residence of such treasurer shall be therein given. The same shall be acknowledged by at least three of the subscribers thereto, before the recorder of deeds of the county in which the chief operations are to be carried on, or in which the principal office is situated, and they shall also make and subscribe an oath or affirmation before him, to be endorsed on the said certificate, that the statements contained therein are true.

To be acknowledged before recorder.

And statements therein verified by affidavit.

To be presented to and approved by governor.

The said certificate, accompanied with proof of publication of notice as hereinbefore provided, shall then be produced to the governor of this commonwealth, who shall examine the same, and if he find it to be in proper form and within the purposes named in the second class, specified in the foregoing section, he shall approve thereof and endorse his approval thereon, and direct letters patent to issue in the usual form, incorporating the subscribers and their associates and successors into a body politic and corporate, in deed and in law, by the name chosen, and the said certificate shall be recorded in the office of the secretary of the commonwealth, in a book to be by him kept for that purpose, and he shall forthwith furnish to the auditor general an abstract therefrom, showing the name, location, amount of capital stock, and name and address of the treasurer of such corporation. The said original certificate, with all of its endorsements, shall then be recorded in the office for the recording of deeds, in and for the county where the chief operations are to be carried on, and from thenceforth the subscribers thereto, and their associates and successors, shall be a corporation, for the purposes and upon the terms named in the said charter. Certified copies of both the records thereof and of the charters of the corporations named in the first class specified in the foregoing section, shall be competent evidence for all purposes in the courts of this commonwealth.

Letters patent.

To be recorded in office of secretary of commonwealth.

Abstract to be furnished auditor general.

To be recorded in recorder of deeds office.

From thenceforth the subscribers a corporation.

Certified copies of records and charters, evidence.

Fee of secretary of commonwealth.

The secretary of the commonwealth shall charge and receive a fee of five dollars upon every paper relating to a corporation filed or recorded in his office.

#### LENGTH OF GRANT—POWER TO REVOKE.

Charters may be perpetual or limited.

Legislature may revoke.

SECTION 4. The charters for incorporations named in this act may be made perpetual, or may be limited in time by their own provisions; and the general assembly reserves the power to revoke or annul any charter of incorporation granted or accepted under the provisions of this act, whenever in the opinion of the said general assembly it may be injurious to the citizens of this commonwealth, in such manner, how-

ever, that no injustice shall be done to the incorporators or their successors.

BY-LAWS.

SECTION 5. The by-laws of every corporation created under the provisions of this statute, or accepting the same, shall be deemed and taken to be its law, subordinate to this statute, the charter of the same, the constitution and laws of this commonwealth, and the constitution of the United States. They shall be made by the stockholders or members of the corporation, at a general meeting called for that purpose, unless the charter prescribes another body, or a different mode. They shall prescribe the time and place of meeting of the corporation, the powers and duties of its officials, and such other matters as may be pertinent and necessary for the business to be transacted, and may contain penalties for the breach thereof, not exceeding twenty dollars.

OFFICERS AND THEIR DUTIES.

The business of every corporation created hereunder, or accepting the same, shall be managed and conducted by a president, a board of directors or trustees, a clerk, a treasurer, and such other officers, agents and factors as the corporation authorizes for that purpose. The directors or trustees shall be chosen annually by the stockholders or members, at the time fixed by the by-laws, and shall hold their office until others are chosen and qualified in their stead; the manner of such choice and of the choice or appointment of all other agents and officers of the company, shall be prescribed by the by-laws. The number of directors or trustees shall not be less than three; one of them shall be chosen president by the directors, or by the members of the corporation, as the by-laws shall direct. The members of said corporation may, at a meeting to be called for that purpose, determine, fix or change the number of directors or trustees that shall thereafter govern its affairs; and a majority of the whole number of such directors or trustees shall be necessary to constitute a quorum. The clerk shall be sworn and shall record all the votes of the corporation, and the minutes of its transactions, in a book to be kept for that purpose. The treasurer shall give bond in such sum and with such sureties as shall be required by the by-laws, for the faithful discharge of his duties, and he shall keep the moneys of the corporation in a separate book account, to his credit as treasurer, and if he shall neglect or refuse so to do, he shall be liable to a penalty of fifty dollars for every day he shall fail to do so, to be recovered at the suit of any informer in an action of debt.

QUORUM OF STOCKHOLDERS.

SECTION 6. Every such corporation may determine, by its by-laws, what number of stockholders shall attend, either in person or by proxy, or what number of shares or amount of interest shall be represented at any meeting to constitute a quorum; if the quorum is not so determined, a majority in interest of the stockholders shall constitute a quorum.

## CERTIFICATES OF STOCK.

Certificates of stock.

SECTION 7. The directors of such corporation shall procure certificates or evidences of stock, and shall deliver them signed by the president, countersigned by the treasurer, and sealed with the common seal of the corporation, to each person or party entitled to receive the same, according to the number of shares by him, her or them respectively held, which certificates or evidences of stock shall be transferable at the pleasure of the holder, in person or by attorney duly authorized, as the by-laws may prescribe, subject, however, to all payments due, or to become due thereon; and the assignee or party to whom the same shall have been so transferred, shall be a member of said corporation, and have and enjoy all the immunities, privileges and franchises, and be subject to all the liabilities, conditions and penalties incident thereto, in the same manner as the original subscriber or holder would have been, but no certificate shall be transferred so long as the holder thereof is indebted to said company, unless the board of directors shall consent thereto.

Transfers.

## OATH OF OFFICERS HOLDING ELECTIONS.

Officers for holding elections to be sworn.

SECTION 8. No person acting as judge or officer holding an election for any such corporation, shall enter on the duties of his office or appointment until he take and subscribe an oath or affirmation before a judge, alderman, justice of the peace, or other person qualified by law to administer oaths, that he will discharge the duties of his office or appointment with fidelity, that he will not receive any vote but such as he verily believes to be legal; and if any such judge or officer shall, knowingly and wilfully, violate his oath or affirmation, he shall be subject to all the penalties imposed by law upon the officers of the general election of this commonwealth violating their duties, and shall be proceeded against in like manner, and with like effect; and if any election, as aforesaid, be held without the person holding the same having first taken an oath or affirmation, as aforesaid, or be invalid for any other reason, such election shall be set aside in the manner now provided by law, and a new election ordered by the court of common pleas of the proper county, upon the petition of not less than five stockholders supported by proof satisfactory to said court.

Penalty for violating oath.

Illegal election may be set aside, and new one ordered.

## VACANCIES.

Vacancies, how filled.

SECTION 9. In case of the death, removal, or resignation of the president or any of the directors, treasurer or other officer of any such company, the remaining directors may supply the vacancy thus created until the next election.

## CUMULATIVE VOTING.

Elections for directors, managers or trustees.

SECTION 10. In all elections for directors, managers or trustees of any corporation created under the provisions of this statute, or accepting its provisions, each member or stockholder may cast the whole number of his votes for one candidate, or distribute them upon two or more candidates, as he may prefer; that is to say, if the said member or stock-

holder own one share of stock, or has one vote, and is entitled to one vote for each of six directors, by virtue thereof, he may give one vote to each of said six directors, or six votes for any one thereof, or a less number of votes for any less number of directors, and in this manner may distribute or cumulate his votes as he may see fit; all elections for directors or trustees shall be by ballot, and every share of stock shall entitle the holder thereof to one vote, in person or by proxy, to be exercised as provided in this section.

## CAPITAL STOCK.

SECTION 11. The capital stock of every such corporation that has or requires a capital stock, shall consist of not more than one million dollars, and shall be divided into shares of not more than one hundred dollars each; and all subscriptions to the capital stock shall be paid in such instalments and at such times as the directors may require, and if default be made in any payment the person or persons in default shall be liable to pay, in addition to the amount so called for and unpaid, at the rate of one-half of one per centum per month for the delay of such payment, and the directors may cause suit to be brought for the recovery of the amount due, together with the penalty of one half of one per centum per month, as aforesaid, or the directors may cause the stock to be sold in the manner provided in clause two of section thirty-nine of this act; and no stockholder shall be entitled to vote at any election, or at any meeting of the stockholders, on whose share or shares any instalments or arrearages may have been due and unpaid for the period of thirty days immediately preceding such election or meeting. The shares of the capital stock of every such company may be transferred on the books of the company, in person or by attorney, subject to such regulations as the by-laws may prescribe; but the provisions of this section shall not apply to corporations in which by this act different and other rules and provisions are enacted for their regulation and government.

SECTION 12. The stock of every corporation created under the provisions of this statute shall be deemed personal property; and no shares shall be transferable until all previous calls thereon shall have been fully paid in or shall have been declared forfeited for the non-payment of calls thereon; and every corporation may, from time to time, at a legal meeting called for the purpose, assess upon each share of stock such sums of money as the corporation may think proper, not exceeding in the whole the amount at which each share was originally limited; and such sums assessed shall be paid to the treasurer at such times and in such instalments as the corporation directs. No note or obligation given by a stockholder, whether secured by pledge or otherwise, shall be considered as payment of any part of the capital stock; and it shall not be lawful for any such corporation to use any of its funds in the purchase of any stock in any other corporation, or to hold the same, except as collateral security for a prior indebtedness, except as provided in section thirty-seven of this act.

Capital stock.

Payment of subscriptions.

Penalty for non-payment.

Stockholders in arrears not to vote.

Shares transferable.

Stock personal property.

Shares not transferable until calls thereon are paid, or the same forfeited.

Payment of assessments.

Holding of stock of other corporations.

## POWER TO MORTGAGE.

Power to borrow money and secure indebtedness.

SECTION 13. It shall be lawful for all corporations to borrow money or to secure any indebtedness created by them, by issuing bonds, with or without coupons attached thereto, and to secure the same by a mortgage or mortgages to be given and executed to a trustee or trustees, for the use of the bondholders upon their real estate and machinery, or on their real estate alone, to an amount not exceeding one-half of the capital stock of the corporation paid in, and at a rate of interest not exceeding six per centum; but this section shall not be construed to prevent mortgages for a greater amount and at a high rate of interest, where the power to make the same is expressly given by the terms of this statute to certain classes of corporations, or is contained in the charter of any private corporations accepting this act, or in the statutes under which certain other classes thereof are by the provisions of this statute to be controlled, governed and managed.

## LIABILITY OF STOCKHOLDERS.

Individual liability of stockholders.

SECTION 14. The stockholders in each of said corporations shall be liable in their individual capacity, to the amount of stock held by each of them, for all work or labor done, or materials furnished, to carry on the operations of each of said corporations; but this section shall not be construed to increase or diminish the liability of stockholders in corporations, which by the terms of this statute, are to be governed, controlled and managed by the provisions of other statutes, but their liability shall be fixed and defined by the terms of the statutes by which said corporations are to be governed, controlled and managed.

Actions to enforce liabilities under act.

SECTION 15. In any action or bill in equity, brought to enforce any liability under the provisions of this act, the plaintiff may include as defendants, any one or more of the stockholders of such corporation, claimed to be liable therefor; and if judgment be given in favor of the plaintiff for his claim, or any part thereof, and any one or more of the stockholders so made defendants, shall be found to be liable, judgment shall be given against him or them. The execution upon such judgment shall be first levied on the property of such corporation, if to be found in the county where the chief business of the corporation is carried on, and in case such property, sufficient to satisfy the same, cannot be found in said county, the deficiency, or so much thereof as the stockholder or stockholders, defendants, in such judgment, shall be liable to pay, shall be collected of the property of such stockholder or stockholders; on the payment of any judgment as aforesaid, or any part thereof, by one or more stockholders, the stockholder or stockholders so paying the same shall be entitled to have such judgment, or so much thereof as may have been paid by him or them, assigned to him or them for his or their benefit, with power to enforce the same in manner aforesaid, first against the company, and in case the amount so paid by him or them shall not be collected of the property of the corporation, then ratably against the other

Executions on judgments obtained thereon.

Any stockholder paying judgment, to have the same assigned to him.



solvent stockholders, if any such there be, originally liable for the claim on which such judgment was obtained ; but no stockholder shall be personally liable for payment of any debt contracted by any such corporation, unless suit for the collection of the same shall be brought against such stockholder or stockholders within six months after such debt shall have become due.

Limitation of individual liability.

#### PREFERRED STOCK.

SECTION 16. Every corporation created under the provisions of this act, or accepting its provisions, may, with the consent of a majority in interest of its stockholders, obtaining at a meeting to be called for that purpose, of which public notice shall be given during thirty days in a newspaper of the proper county, issue preferred stock of the corporation, the holders of which preferred stock shall be entitled to receive such dividends thereon as the board of directors of the corporation may prescribe, payable only out of the net earnings of the corporation.

Power to issue preferred stock.

#### PROPERTY MAY BE TAKEN FOR STOCK—DEFERRED STOCK.

SECTION 17. Every corporation created under the provisions of this act, or accepting its provisions, may take such real and personal estate, mineral rights, patent rights, and other property as is necessary for the purposes of its organization and business, and issue stock to the amount of the value thereof in payment thereof, and the stock so issued shall be declared and taken to be full paid stock, and not liable to any further calls or assessments ; and in the charter, and the certificates and statements to be made by the subscribers and officers of the corporation, such stock shall not be stated or certified as having been issued for cash paid into the company, but shall be stated or certified in this respect according to the fact. No such corporation shall issue either bonds or stock except for money, labor done, or money or property actually received, and all fictitious increase of stock or indebtedness in any form shall be void ; every such corporation may provide for the issue of deferred stock in payment for such real or personal estate or mineral rights, and if so provided, it shall be expressly stated in the charter filed, or in a certificate to be made and recorded, or in the acceptance of this statute to be filed by any corporation accepting its provisions, with the amount of such deferred stock, and the consideration of the same, and the terms on which the same shall be issued ; and the said stock may be made to await payments of dividends thereon, until out of the net earnings at least five per cent. has been declared and paid upon the other full paid stock of the corporation.

Power to hold real estate and other property.

The fictitious increase of stock or bonds forbidden.

Deferred stock may be issued.

#### INCREASE OF CAPITAL STOCK.

SECTION 18. The capital stock or indebtedness of any corporation to be created under the provisions of this statute, or accepting its provisions, may be increased, from time to time, by the consent of the persons or bodies corporate holding the larger amount in value of the stock of such com-

Capital stock and indebtedness may be increased.

pany, to such amount as such corporation is by this act authorized to increase its capital stock or indebtedness, but such increase shall only be made for money, labor done, or money or property actually received.

## ELECTION TO INCREASE CAPITAL.

When increase is desired, meeting of stockholders to be called.

Notice of meeting to be published.

Election of stockholders for and against increase to be taken.

How conducted.

Returns of election.

Ballots.

Shares transferred and proxies executed within certain time, not to entitle holders to vote.

Certain statement to be furnished judges of election.

SECTION 19. That any such corporation desirous of increasing its capital stock or indebtedness as provided by this act, shall, by a resolution of its board of directors, call a meeting of its stockholders therefor, which meeting shall be held at its chief office or place of business in this commonwealth; and notice of the time, place and object of said meeting, shall be published once a week for sixty days prior to such meeting, in at least one newspaper published in the county, city or borough wherein such office or place of business is situate.

SECTION 20. At the meeting called, pursuant to the nineteenth section of this act, an election of the stockholders of such corporation shall be taken for or against such increase, which shall be conducted by three judges, stockholders of said corporation, appointed by the board of directors to hold said election, and if one or more of said judges be absent, the judge or judges present shall appoint a judge or judges, who shall act in the place of the judge or judges absent, and who shall respectively take and subscribe an oath or affirmation before an officer authorized by law to administer the same, well and truly, and according to law, to conduct such election to the best of their ability; and the said judges shall decide upon the qualification of voters, and when the election is closed count the number of shares voted for and against such increase, and declare whether the persons or bodies corporate holding the larger amount of the stock of such corporation have consented to such increase, or refused to consent thereto, and shall make out duplicate returns of said election, stating the number of shares of stock that voted for such increase, and the number that voted against such increase, and subscribe and deliver the same to one of the chief officers of said company.

SECTION 21. Each ballot shall have endorsed thereon the number of shares thereby represented, and be signed by the holder thereof, or by the person holding a proxy therefor; but no share or shares transferred within sixty days shall entitle the holder or holders thereof to vote at such election or meeting, nor shall any proxy be received, or entitle the holder to vote, unless the same shall bear date and have been executed within three months next preceding such election or meeting; and it shall be the duty of such corporation to furnish the judges at said meeting with a statement of the amount of its capital stock, with the names of persons or bodies corporate holding the same, and number of shares by each respectively held, which statement shall be signed by one of the chief officers of such corporation, with an affidavit thereto annexed, that the same is true and correct to the best of his knowledge and belief.

SECTION 22. That it shall be the duty of such corporation, if consent is given to such increase, to file in the office of the secretary of the commonwealth, within thirty days after such election or meeting, one of the copies of the return of such election provided for by the twentieth section of this act, with a copy of the resolution and notice calling same thereto annexed; and upon the increase of the capital stock or indebtedness of such corporation made pursuant thereto, it shall be the duty of the president or treasurer of such corporation, within thirty days thereafter, to make a return to the secretary of the commonwealth, under oath, of the amount of such increase and terms of the same, that is to say, the terms on which additional stock is issued; and in case of neglect or omission so to do, the corporation shall be subject to a penalty of five thousand dollars, which penalty shall be collected on an account settled by the auditor general and state treasurer, as accounts for taxes due the commonwealth are settled and collected; and the secretary of the commonwealth shall cause said returns to be recorded in a book to be kept for that purpose, and furnish a certified copy of the same to the auditor general, and the corporation shall have the right to recover the same from the officer neglecting or omitting to file the return as aforesaid.

If increase is consented to, return of election, &c., to be filed with secretary of commonwealth.

Amount of increase to be returned to him.

Penalty for neglect.

Returns to be recorded, &c.

#### CAPITAL STOCK MAY BE REDUCED.

SECTION 23. Any corporation created under the provisions of this act, and any corporation of the classes named in the second section hereof that is now in existence by virtue of any law of this commonwealth, may reduce its capital stock by a vote of its stockholders taken in the manner and under the regulations prescribed in the eighteenth, nineteenth, twentieth, twenty-first and twenty-second sections of this act.

Capital stock may be reduced.

#### LIMIT OF LIABILITIES.

SECTION 24. That the officers and stockholders of corporations organized under or accepting the provisions of this act shall not be individually liable for the debts of said corporation otherwise than in this provided.

Individual liability restricted.

#### CONSTRUCTION OF GRANT OF POWER.

SECTION 25. The incorporation of any association of persons for the purposes named in this act, or accepting the same, shall be held and taken to be of the same force and effect as if the powers and privileges conferred, and the duties enjoined, had been conferred and enjoined by special act of the legislature, and the franchises granted shall be construed according to the same rules of law and equity as if it had been created by special charter, and no modification or repeal of this act shall affect any franchise obtained under the provisions of the same.

Effect of incorporation for purposes named in act.

#### RETURN TO AUDITOR GENERAL.

SECTION 26. No corporation of the second class shall go into operation without first having the name of the institution or company, the date of incorporation, the place of busi-

Corporations of the second class not to go into operation until registered.

ness, the amount of capital paid in, and the names of the president and treasurer of the same registered in the office of the auditor general; and any such institution or company which shall neglect or refuse to comply with the provisions of this section, shall be subject to a penalty of five hundred dollars, which penalty shall be collected on an account settled by the auditor general and state treasurer, as taxes on capital stock are settled and collected.

Penalty for neglect.

#### CORPORATIONS ACCEPTING.

Existing corporations accepting constitution and act, entitled to privileges of act.

Corporations for any of the purposes named and covered by the provisions of this act, heretofore created by any special act, or in existence under the provisions of any general law of this commonwealth, upon accepting the provisions of the constitution and of this act by writing under the seal of said corporation, duly filed in the office of the secretary of the commonwealth, shall be entitled to all the privileges, immunities, franchises and powers conferred by this act upon corporations to be created under the same; and upon such acceptance and approval thereof by the governor, he shall issue letters patent to said corporation reciting the same.

Governor to issue letters patent to same.

#### INSURANCE OF DOMESTIC ANIMALS.

Powers of companies created for insurance of live stock.

SECTION 27. Companies incorporated under the provisions of this act for the insurance of the lives of domestic animals, or any of them, shall have the power and right to make insurance of every kind pertaining to or connected with like risks of domestic animals of any and every kind, and against the loss by death of all kinds of cattle, live stock, valuable beasts and domestic animals of every kind, whether such death be the result of accident, natural causes or diseases of any description whatever, and to make, execute and perfect such and so many contracts, agreements, policies and other instruments as may be required therefor.

#### LIFE AND ACCIDENT INSURANCE COMPANIES.

Powers of health, life and accident insurance companies.

SECTION 28. Companies incorporated under the provisions of this act for the insurance of human beings against sickness, death or personal injury, shall have the power and right to make insurances of every kind pertaining to or connected with death, accidents of every nature and kind to human beings, and to insurances of every kind against the death, sickness or the health of human beings by disease of every kind, and whether within this commonwealth, or beyond it, and such corporations shall have the power and right to make, execute and perfect such and so many contracts, agreements, policies and other instruments as may be required therefor.

#### INSURANCE OF TITLES.

Powers of companies for insurance of owners of real estate, mortgages, &c.

SECTION 29. Companies incorporated under the provisions of this act for the insurance of owners of real estate, mortgages, and others interested in real estate, from loss by reason of defective titles, liens and incumbrances, shall have the

power and right to make insurances of every kind pertaining to or connected with titles to real estate, and shall have the power and right to make, executive and perfect such and so many contracts, agreements, policies and other instruments as may be required therefor.

ROAD COMPANIES.

SECTION 30. The charter of a road company shall also state— Charter of road companies, what to state.

I. The kind of road intended to be constructed.

II. The places from and to which the road is intended to be run.

III. The counties through which it is to pass and the estimated length of the road. All road companies incorporated under this statute shall, from the date of the letters patent creating the same, be governed, managed and controlled as follows, and shall be entitled to the benefits of all the general laws of this commonwealth regulating turnpike or plank roads:

*Clause 1.* The directors of such corporation shall have full power and authority to appoint, agree and contract with such engineers, superintendents, artists, laborers and other persons, as they may think necessary to make and construct such road, and collect the tolls hereinafter authorized, and fix their compensation, to ascertain the times, manner and proportions in which the stockholders shall pay the amount of their respective shares in order to carry on their work; to draw orders on the treasurer for all debts contracted by them, which orders shall be signed by the president, or in his absence by a majority of the directors, and attested by their clerk, and to do and transact all other acts, matters or things, as by the by-laws, orders and regulations of such corporations shall be entrusted to them. Powers of directors.

*Clause 2.* It may be lawful for the directors of such corporation, by and with their superintendents, engineers, artists, workmen, laborers, their tools and instruments, carts, wagons and other carriages, and beasts of draught or burden, to enter in and upon the lands contiguous and near to which the said road shall be made or constructed, first giving bond and proceeding as required by the forty-first section of this act. Any such corporation may change the location of any part of its road which may interfere with any graveyard or cemetery lot or lots. May enter upon lands. May change location so as to avoid graveyards.

*Clause 3.* The directors of every such corporation shall keep fair and just accounts, as well of all moneys received by them, as of those paid out and expended in the prosecution of the work, and shall, at least once in every year, submit their books and accounts to a general meeting of the stockholders. Accounts of receipts and expenditures.

*Clause 4.* The directors of such corporation shall have power to erect good and sufficient bridges over all the streams of water crossed by their road, whenever the same shall be found necessary, and shall cause a road, if a turnpike, to be laid out, not exceeding fifty feet in width, and cause at least eighteen feet of said width, exclusive of gutters, ditches or Power to erect bridges. How turnpike roads to be laid out and constructed.

Plank roads.

drains, to be made an artificial road of wood, stone, gravel or other proper and convenient materials, such as the nature of the ground may require, and will afford, to be constructed in such manner as will admit an extra surface, and so nearly level in its progress that it shall in no place rise or fall more than will form an angle of four degrees from a horizontal line; and if a plank road, the same shall be opened of any width not exceeding forty feet, and shall be graded in such manner as may be necessary for either a single or double track, as may be determined upon by the directors of the said corporation, each track being not less than eight feet in width, and so nearly level in its progress that it shall in no place rise or fall more than will form an angle of three degrees with a horizontal line: *Provided*, That if any part of the ground on the route of said road shall be so hard and compact, as to make a good road without any covering of wood, gravel, stone, slate or other hard substance, the said directors are hereby authorized to construct such part of said road without any such covering, and shall forever maintain and keep the same in good repair: *Provided*, That said bridges shall not be constructed so as to obstruct the navigation of any stream declared a public highway.

When court to license, tolls to be taken.

*Clause 5.* Whenever such corporation shall have finished five miles or more of road, or if the entire road be for a shorter distance, then when completed, the court of quarter sessions, of the proper county, shall appoint forthwith three skillful, judicious and disinterested persons to view and examine the same, and report on oath or affirmation, whether the said road is so far executed in a competent and workmanlike manner, according to the true intent and meaning of this act, and if their report shall be in the affirmative, then the said court shall by its order, under the seal of the court, permit and suffer said corporation to erect and fix such and so many gates upon and across the said road as will be necessary and sufficient to collect from all persons otherwise than on foot the same tolls as is herein authorized and granted.

Rates of toll.

*Clause 6.* When such corporation is licensed in manner aforesaid, it shall and may be lawful for them to appoint such and so many toll-gatherers as they shall think proper, to collect and receive of and from all and every person or persons using the said road, the toll and rates hereinafter mentioned, and to stop any person riding, leading or driving any horses, cattle, hogs, sheep, coach, coaches, sulky, chair, chaise, phaeton, cart, wagon, wain, sleigh, sled or any other carriage of burden or pleasure, from passing through the said gate, until they shall respectively have paid the same; that is to say, for every five miles in length of the said road, completed and licensed, as aforesaid, the following sums of money, and so in proportion for any lesser distance, or for any greater or lesser number of sheep, hogs or cattle, to wit: For every score of hogs, five cents; for every score of sheep, five cents; for every score of cattle, ten cents; for every horse and his rider, or led horse, three cents; for every sulky, chair or chaise, with one horse and two wheels, six cents; with two horses, nine cents; for every chariot, coach, phaeton or dear-

born, with one horse and four wheels, ten cents; for every coach, phaeton or chaise, with two horses and four wheels, twelve cents; for either of the carriages last mentioned, with four horses, twenty cents; for every other carriage of pleasure, under whatever name it may go, the like sums according to the number of wheels and horses drawing the same; for every stage wagon with two horses, twelve cents; for every such wagon with four horses, twenty cents; for every sleigh, three cents for each horse drawing the same; and for every sled, two cents for each horse drawing the same; for every cart or wagon, whose wheels shall be less than four inches, four cents for each horse drawing the same; and for every cart or wagon whose wheels shall be four inches, and not exceeding seven inches, two cents for every horse drawing the same; for every cart or wagon, the breadth of whose wheels shall be more than seven inches, one cent for every horse drawing the same; and if any person or persons shall represent to the said company, or any of their officers, that he or she or they have traveled a less distance than he, she or they have actually traveled along said road, with intent to defraud said corporation of its toll or any part thereof, such person or persons shall, for every such offence, forfeit and pay to the use of said corporation the sum of five dollars; and if any toll-gatherer shall demand and receive toll for a greater distance than the person of whom such toll is demanded shall have traveled along said turnpike road or plank road, or shall demand and receive greater toll from any person or persons than such toll-gatherer is authorized to demand and receive, by virtue of this act, such toll-gatherer shall forfeit and pay the sum of five dollars for every such offence to the supervisors of the township in which the forfeiture is incurred, to be expended in repairing township roads, and for the payment of which the said company shall be responsible; and all such penalties and forfeitures shall be recoverable, with costs of suit, before any justice of the peace of the county in which the offence is committed: *Provided*, That no toll shall be demanded from any person or persons passing and re-passing from one part of his, her or their farm to any other part of the same; and all persons with their vehicles, or horses, going to or from funerals or places of public worship, or of military trainings or elections, shall be exempt from the payment of toll when traveling on such turnpike road.

Penalty for false representation.

For demanding illegal tolls.

Penalties, how recoverable.

Persons exempt from toll.

*Clause 7.* Justices of the peace shall be inspectors of roads within their township or borough, and whenever a complaint in writing, to any two justices of the same is made, that any part of a plank road or turnpike in their township or borough is out of repair, they shall, without delay, view and examine the road complained of; and if they find such complaint to be true, they shall give notice, in writing, of the defect to the toll-gatherer or person attending the gate nearest the place out of repair, and may, in their discretion, order such gate to be thrown open; but such justices shall not order such gate to be thrown open unless notice, in writing, has been served on the gate-keeper nearest the place not of

Justices of peace to be inspectors of road.

Their powers and duties on complaint made that road is out of repair.

repair, particularly describing such place at least three days previous to making such order. Notice of such order shall be served on such gate-keeper, and immediately thereafter the gate ordered to be thrown open shall be opened, nor shall it be again shut, nor shall any toll be collected thereat until the said two justices of the peace of the township or borough where such road out of repair is located, shall grant a certificate that such road is in sufficient repair, and that such gate ought to be closed. Whenever any part of such road is out of repair, and the gate nearest to the place out of repair is situated in an adjoining county, any two justices of the peace of the township or borough in such adjoining county, where such gate may be, upon complaint made to them, in writing, shall view and examine the road complained of, and proceed thereon as provided in like manner as if the portion of road complained of was within the township where such gate is situated. Whenever any toll-gate is ordered to be thrown open, as herein provided, or whenever such justices of the peace refuse to grant a certificate that the road complained of is in sufficient repair, the company owning such gate, or the gate-keeper attending the same in their behalf, may appeal from the order or decision of such justices to the court of common pleas of the county where such justices reside, by delivering a statement, in writing, of their order or decision and of such appeal, verified by affidavit, to the prothonotary thereof; and such appeal shall be placed at the head of the list for the next term of said court, and disposed of as to law and justice shall appertain, without declaration or plea. The said appeal shall not be a *supersedeas* of the order to open the gate. If the court reverses the order or decision of the said justices, then such gate may be closed, but if it confirms the same, such gate shall not be closed until such justices of the peace grant a certificate that such road is in sufficient repair. Every keeper of a gate ordered to be thrown open who shall not immediately obey such order, or who shall not keep open such gate until a certificate permitting it to be closed shall be granted, or delay any person in passing, or take or demand any toll from any person passing, shall, for each offence, forfeit the sum of ten dollars to the party aggrieved. To each justice of the peace who shall view a plank or turnpike road, upon complaint made to him, shall be allowed the sum of two dollars and fifty cents for each day spent by him in the performance of such duty; and if the road viewed shall be adjudged out of repair, such fees shall be paid by the company to which the road shall belong, otherwise they shall be paid by the party making the complaint. Such fee, when payable by the company, shall be paid by the toll-gatherer nearest that of the road adjudged out of repair, on demand, and out of the tolls received or to be received by him, and may be recovered, with costs, of such toll-gatherer if he neglects or refuses to make such payment. The provisions of this section shall apply to all turnpike roads in existence in this commonwealth governed and controlled by general laws.

Appeal from order and decision of justices authorized.

Proceedings on appeal

Penalty on gate keepers for disobeying justices orders, &c.

Fees of justices.

To apply to existing turnpikes.



*Clause 8.* In all cases of complaint made or suit instituted under the provisions of this act against any corporation, if the complainant shall fail to sustain his complaint or the plaintiff to sustain his suit, as the case may be, the corporation shall be entitled to recover costs, as in other cases, from the complainant or plaintiff, as the case may be, and in all cases where any corporation, which may have been chartered under and subject to the provisions of this act, shall be adjudged to pay any penalty or the costs of any proceedings authorized by this act, the party plaintiff or complainant shall have all the remedies for recovering of the same, with costs, against the said corporation that are provided for the recovery of debts or judgments of like amount in other cases; and if the said corporation shall fail to make payment in any case within twenty days after final adjudication, the court of common pleas of the proper county, on application of the plaintiff, or some other person in his behalf, shall direct sequestration, and appoint a sequestrator, who shall have like powers and be subject to all the regulations and requirements provided in the seventy-third and seventy-fourth sections of an act of the general assembly of this commonwealth, entitled "An Act relating to executions," passed June sixteenth, one thousand eight hundred and thirty-six: *Provided*, That where the judgment is final before the justice, or is not appealed from as provided in this act, the complainant, before proceeding to sequestration, shall file in the court of common pleas of the proper county a transcript of the proceedings and judgment before the justice, which transcript shall be entered of record in the said court as under existing laws for the filing and entering of transcripts of judgments in other cases, and from such filing and entering shall have the effect of a judgment originally entered in the said court.

Penalties and costs,  
how recoverable.

When sequestrator  
may be appointed.

*Clause 9.* If any person or persons whosoever, owning, riding in or driving any sulky, chair, chaise, phaeton, cart, wagon, sleigh, sled, or other carriage of burden or pleasure, riding or leading any horse or mule, or gelding, or driving any hogs, sheep or other cattle, shall therewith pass through any private gate or bars, or along or over any private passage way or other ground, near to or adjoining any gate erected, or which shall be erected in pursuance of this act, with an intent to defraud the company and avoid the payment of the toll or duty for passing through any such gate, or if any person or persons shall, with such intent, take off, or cause to be taken off, any horse, mare or gelding, or other cattle, from any sulky, chair, chaise, phaeton, cart, wagon, sleigh, sled, or other carriage of burden or pleasure, or practice any other fraudulent means or device with the intent that the payment of any such toll or duty may be evaded or lessened, all and every person or persons, in all and every or any of the ways or manners offending, shall, for every such offence, respectively forfeit and pay to the directors of such road, as the case may be, any sum not exceeding ten dollars, to be sued for and recovered with costs of suit before any justice of the peace in like manner, and subject to the same rules

Penalty for de-  
frauding company.

and regulations as debts of a similar amount are by law sued for and recovered.

Power to alter tolls reserved.

*Clause 10.* That the legislature shall have power to alter the rate of toll fixed by this act, and the directors of any such company may lessen the same whenever they shall believe it necessary for the well-being of the corporations or the community at large.

#### FERRIES AND BRIDGE COMPANIES.

What the charter of ferry or bridge company to state.

SECTION 31. The charter of a ferry or bridge company shall also state—

I. The stream over which the same is proposed to be erected.

II. The place and county or counties of its location.

III. Its distance from any other bridge or ferry over the same stream, which shall have been before that date incorporated, under the laws of this commonwealth.

Not to exercise franchises within 3,000 feet of another bridge or ferry.

No bridge or ferry company shall have the right to exercise its corporate franchises within three thousand feet of any other bridge or ferry in actual use, at the date of issuing letters patent to the new corporation, but nothing herein contained shall prevent the erection of bridges by municipalities as now provided by law.

How bridge companies to be governed.

All bridge companies incorporated under this statute, when not otherwise provided in this act, shall, from the date of the letters patent creating the same, be governed, managed and controlled as follows:

Power of directors to contract for lands.

*Clause 1.* That before the directors of any such corporation shall proceed to build any such bridge, it shall be lawful for them to contract with the owner or owners of any land for the purchase of so much thereof as shall be necessary, for the purpose of erecting and completing said bridge, and making all the necessary works and causeways to and from the same, if they can agree with the said owner or owners; but in case they cannot agree, proceedings shall be had, as provided in section forty-one of this act. The said bridge shall be so constructed as not to interfere with the free navigation of said creek or river.

Proceedings in cases of disagreement.

Navigation not to be interfered with.

Power to erect gates and receive tolls.

*Clause 2.* When the said corporation shall have erected and completed a bridge over any creek or river under the authority of this act, the property thereof shall be vested in the said corporation, and it shall have the power to erect gates, and to demand and receive tolls for crossing said bridge at such rates as the president and directors thereof shall from time to time determine, not exceeding the rates following, namely: For every score of sheep or swine, eight cents; every score of horned or muley cattle, twenty-five cents; for every mule or horse driven or led, five cents; for every horse or mule, laden or unladen, with rider, five cents; for every two-wheeled vehicle, and one horse, six cents; the same with two horses, ten cents; for every four-wheeled vehicle with two horses, fifteen cents; for either of the last named vehicles, with four horses, twenty cents; for every foot passenger, two cents; and they shall cause to be put up and

Rates.

kept in some conspicuous place, at the gates of said bridge, a list of the rates of toll.

*Clause 3.* If the said corporation, or any person employed for it, shall collect or demand any greater rate or prices for passing over said bridge than what is prescribed in the list of tolls put up at the gate as aforesaid, or neglect to keep said bridge in repair, he or they shall forfeit for every such offence the sum of ten dollars, to be recovered as debts of a similar amount are recovered, one-half to be paid to the county, and the other half to the person who may sue for the same.

Penalty for demanding excessive tolls, or neglect to keep bridge in repair.

*Clause 4.* That said corporation shall keep a just account of all moneys received by their several collectors of tolls for crossing said bridge, and after deducting all contingent costs and charges, and such proportion of the income as may be sufficient for a fund to provide against the decay, the repairing and re-building of the said bridge that time and accident may render necessary, they shall semi-annually declare and make a dividend of the balance among the stockholders, first giving notice personally or by advertisement of the time and place when and where the same shall be paid, and shall cause the same to be paid accordingly in ten days thereafter, or as soon thereafter as the same shall be demanded.

Accounts to be kept.

Fund to be set apart for repairs, &c.

Dividends.

*Clause 5.* If any person or persons shall wilfully pull down, break or destroy, with intent to injure any part or parts of the said bridges, or any toll house, gates, bars or other property of the said corporation erected for the use of said bridges, or shall wilfully deform or destroy the letters or figures in any list of the rates of toll affixed in any place for the information of passengers, or shall wilfully or maliciously obstruct or impede the passage in or over the said bridges, or any part or parts thereof, he or she, or they so offending shall each of them forfeit and pay for each and every such offence to the said corporation the sum of ten dollars, to be recovered as other debts of a like amount are recoverable; and if any person shall be guilty of carrying any lighted segar or pipe, or of carrying fire in any manner whatsoever over said bridge, except in a lantern, or in some vessel secured, so that the probability of setting fire to said bridges shall be fully prevented, or shall discharge any pistol, or gun, or any fire-arms on or near said bridges, he, she or they so offending shall forfeit and pay to the said company the sum of five dollars each, with all other damages sustained to said bridges for every such offence, to be recovered as aforesaid; or if any person or persons shall evade the payment of any toll or duty for passing said bridges, or ride or drive his or their horse or horses on or over said bridge in a faster gait than a walk, he, she or they so offending shall forfeit and pay to the said corporation the sum of five dollars for every such offence, to be recovered in like manner as aforesaid; but no suit shall be brought for any of the aforesaid offences, unless commenced within thirty days after it shall be known who committed said offence, and he, she or they so offending shall remain liable to action at the suit of said corporation for

Punishment for wilfully destroying works.

Or obstructing passage.

Penalty for carrying fire over bridge.

Or discharging fire-arms near thereto.

Penalty for evading tolls.

Limitation of actions for penalties.

such wrongs, if the sums herein mentioned be not sufficient to repair and satisfy said damage.

Privileges to cease on neglect to prosecute work.

*Clause 6.* If any company incorporated under this law for the purpose of erecting any bridge as aforesaid, shall not proceed to carry on said work within the space of two years from the date of its letters patent, and shall not, within the space of five years thereafter complete the same, the rights and privileges thereby granted to the said corporation, shall revert to the commonwealth.

Powers of ferry companies.

SECTION 32. Any ferry company incorporated as aforesaid, shall have the right and power to erect and maintain a ferry, either of steam power or otherwise, across any of the streams of waters of this commonwealth, subject to the right of prior occupants within three thousand feet of the point at which the proposed ferry is to be located, and may take and receive such tolls and freights for the passage of persons, vehicles, animals and freight as may be appointed by them, subject to the approval of the court of quarter sessions of the proper county, which court is required to examine the toll-sheet submitted by any such corporation and approve the same, or lessen or increase the same as seems just and proper.

#### TELEGRAPH COMPANIES.

What the charter of a telegraph company to state.

SECTION 33. The charter for the incorporation of a company to maintain a telegraph line, shall, in addition to what is hereinbefore required, also state—

- I. The general route of the line of telegraph.
- II. The points to be connected.

Authority to construct lines of telegraph.

*Clause 1.* Such corporation shall be authorized, when incorporated as hereinbefore provided, to construct lines of telegraph along and upon any of the public roads, streets, lands or highways, or across any of the waters within the limits of this state, by the erection of the necessary fixtures, including posts, piers or abutments for sustaining the cords or wires of such lines, but the same shall not be so constructed as to incommode the public use of said roads, streets or highways, or injuriously interrupt the navigation of said waters; and this act shall not be so construed as to authorize the construction of a bridge across any of the waters of this state.

Proceedings in cases of failure to agree on damages.

*Clause 2.* In all cases where the parties cannot agree upon the amount of damages claimed, or by reason of the absence or legal incapacity of the owner or owners no such agreement can be made, for the right to enter upon lands or premises for the purposes named in this section, the company shall tender a bond, or have the same filed in the manner provided in the forty-first section of this act, and proceedings shall be had as therein set forth.

Right to connect with other lines.

*Clause 3.* The said telegraph corporation shall have the right to connect its lines of telegraph with any other line operating within this state; and it shall be the duty of any corporation or person owning any other telegraph line doing business within this state, to permit such connection, and to receive dispatches from and for other telegraph lines and corporations, and from and for any individual, and on pay-

To receive and transmit dispatches.

ment of their usual charges to individuals for transmitting dispatches, as established by the rates and regulations of such telegraph line, to transmit the same with impartiality and good faith, under penalty of one hundred dollars for every neglect or refusal so to do, to be sued for as debts of like amount are by law recoverable, and to be recovered with costs of suit in the name and for the benefit of the person or persons sending or desiring to send such dispatch.

Penalty for neglect.

*Clause 4.* No such telegraph company shall be consolidated with or merged in any other company owning a competing line of telegraph, nor shall the stock or bonds of any such telegraph company, to an amount sufficient to control the same, be held or owned by any company owning a competing line of telegraph, nor shall any company owning a competing line acquire, by purchase or otherwise, any other competing line of telegraph.

Companies owning competing lines, not to consolidate, &c.

*Clause 5.* That the charge by all telegraph companies organized under this act, and those accepting the provisions thereof, for the transmission of any telegraphic dispatch, shall include the charge for the delivery thereof, and no extra or additional charge shall be made for such delivery.

No extra charges for delivery of dispatches.

#### WATER AND GAS COMPANIES.

SECTION 34. Companies incorporated under the provisions of this statute for the supply of water to the public, or for the manufacture and supply of gas, or the supply of light or heat to the public by any other means, shall, unless otherwise provided by this act, from the date of the letters patent creating the same, have the powers and be governed, managed and controlled as follows:

Gas and water companies, or companies to supply light or heat, government of, &c.

*Clause 1.* Where any such company shall be incorporated as a gas company, or company for the supply of heat or gas light, the borough, town, city or district where it may be located, and such persons, partnerships and corporations residing therein, or adjacent thereto, as may desire the same, at such price as may be agreed upon, and also to make, erect and maintain therein the necessary buildings, machinery and apparatus for manufacturing gas, heat or light from coal or other material, and distributing the same, with the right to enter upon any public street, lane, alley or highway, for the purpose of laying down pipes, altering, inspecting and repairing the same, doing as little damage to said streets, lanes, alleys and highways, and impairing the free use thereof as little as possible, and subject to such regulations as the councils of said borough, town, city or district may adopt in regard to grades, or for the protection and convenience of public travel over the same.

Powers of gas companies, or companies to supply light or heat.

*Clause 2.* Where such company shall be incorporated for the supply of water, they shall have power to provide, erect and maintain all works and machinery necessary or proper for raising and introducing into the town, borough, city or district where they may be located, a sufficient supply of pure water, and for that purpose may provide, erect and maintain all proper buildings, cisterns, reservoirs, pipes and conduits,

Powers of water companies.

for the reception and conveyance of water; and they are authorized and empowered by themselves, their agents, engineers and workmen, and with their tools, carts, wagons, beasts of draught or burden, to enter upon such lands and enclosures, streets, lanes and alleys, roads, highways and bridges, as may be necessary to occupy, or to obtain materials for the construction of said works, and to occupy, ditch and lay pipes through the same, and the same from time to time to repair, subject to such regulations in regard to streets, roads, lanes and other highways, as is provided in the foregoing section for gas companies; and if any injury be done to private property, the said company shall make compensation therefor in the manner provided in the forty-first section of this act.

Compensation to be made for injuries to property.

Right to enjoy privileges in district covered by charter, to be exclusive.

When another company may be incorporated.

Court may hear and determine complaints of impurity, &c., of gas and water.

*Clause 3.* The right to have and enjoy the franchises and privileges of such incorporation within the district or locality covered by its charter shall be an exclusive one; and no other company shall be incorporated for that purpose until the said corporation shall have from its earnings realized and divided among its stockholders, during five years, a dividend equal to eight per centum per annum upon its capital stock: *Provided,* That the said corporations shall at all times furnish pure gas and water, and any citizen using the same may make complaint of impurity or deficiency in quantity, or both, to the court of common pleas of the proper county, by bill filed, and after hearing the parties touching the same, the said court shall have power to make such order in the premises as may seem just and equitable, and may dismiss the complaints or compel the corporation to correct the evil complained of.

#### STORAGE AND TRANSPORTATION OF WATER.

Water companies may agree for purchase of lands, &c.

Proceedings in cases of disagreement.

Powers of companies organized for certain purposes.

How right to take lands, waters, &c., to be exercised.

Penalty for taking gas or water without authority.

*Clause 4.* Before any such water company shall proceed to occupy any land or enclosure, or to obtain and use any material therefrom for the purpose mentioned in this section, it shall be lawful for them to agree with the owner or owners thereof for the purchase of so much thereof as may be necessary, or as to the amount of injury sustained thereby; but in case they cannot agree, proceedings shall be had as provided in section forty-one of this act: *Provided,* That companies organized for any of the purposes set forth in the eighteenth clause of the second section of this act, and not having for their object the supplying of any village, borough or city with water, shall have all the rights, privileges and powers conferred by the said eighteenth clause; and the right to take lands, waters or rivulets shall be exercised in the manner provided in the forty first section of this act.

*Clause 5.* If any person or persons shall open a communication into the water or gas main, or other pipe of said company, without authority from the inspector or other authorized agent of said company, or shall let on the water or gas, after either shall have been stopped by order of said inspector or authorized agent of said company for repairs or any other cause or purpose, or shall put up any hydrants, pipes or burners, in addition to those originally put up and inspected, and introduce into them water and gas, as the case may be,

without authority as aforesaid, he, she or they shall be subject to a penalty of not less than ten, nor more than one hundred dollars, recoverable before any alderman or justice of the peace of the proper county, as debts of like amount are by law recoverable, one-half to be paid to the informer, and one-half to the company. How recoverable.

*Clause 6.* If any person shall willfully or maliciously do, or cause to be done, any act or acts whatever, whereby any building, construction, reservoir or works of said company, or any water or gas pipe, gas post, burner or reflector, or any matter or thing appertaining to the same shall be stopped or obstructed, injured, contaminated or destroyed, the person or persons so offending shall be considered guilty of a misdemeanor, and may therefor be indicted in the court of quarter sessions of the proper county, and on conviction thereof shall be punished by a fine not exceeding five hundred dollars, or be imprisoned not exceeding one year, or both, at the discretion of the court: *Provided*, That such criminal prosecution shall not in any way impair the right of said company to a full compensation in damages by civil suit. Punishment for injuring works of the company.

*Clause 7.* It shall be lawful at any time after twenty years from the introduction of water or gas, as the case may be, into any place as aforesaid, for the town, borough, city or district into which the said company shall be located, to become the owners of said works, and the property of said company, by paying therefor the net cost of erecting and maintaining the same, with interest thereon, at the rate of ten per centum per annum, deducting from said interest all dividends theretofore declared: *Provided*, That nothing in this section contained shall authorize a company incorporated under the provisions of this act to construct gas or water works within the limits of any municipality, when gas or water works shall have been constructed by said municipality, without the lawful consent of the corporate authorities thereof: *And provided further*, That the court of common pleas of the proper county shall have jurisdiction and power upon the bill or petition of any citizen using the gas or water of any of said companies to hear, inquire and determine as to the charges thereof for gas or water so furnished, and to decree that the said bill be dismissed, or that the charges shall be decreased, as to the said court may seem just and equitable, and to enforce obedience to their decrees by the usual process. Municipal corporations may purchase works. When works to be constructed without consent of municipal authorities. Court may hear and determine as to charges for gas and water.

#### REAL ESTATE COMPANIES.

SECTION 35. The capital stock of corporations for the purchase and sale of real estate shall consist in the aggregate, at no time, of more than two hundred thousand dollars, and be divided into shares of fifty dollars each; the said corporations shall have the right to purchase real estate, and may improve the same and sell the same in such parts and parcels and on such terms as to time of payment as they may determine: *Provided*, That the quantity of real estate held at any one time in cities or boroughs, shall not exceed fifty acres, and outside thereof shall not exceed three thousand acres. Companies for purchase of real estate, capital stock of, &c.

## SAFE DEPOSIT COMPANIES.

Safe deposit companies, powers of.

And safe deposit companies shall have power to receive upon deposit for safe-keeping jewelry, plate, stocks, bonds, notes and valuable property of every kind, upon terms to be prescribed by the by-laws of such corporation which by-laws shall, at all times, be posted up in the place or places of business of such corporations.

By-laws to be posted in places of business.

## HOTEL, BOARDING, OPERA AND MARKET HOUSES.

Hotel, boarding house, opera house and market house companies, powers of.

SECTION 36. Companies incorporated under the provisions of this act, or similar companies already incorporated and accepting the same, for the establishment and maintenance of an hotel or boarding house, or opera and market house, or both, or either, shall have the right and power to take, receive, hold and enjoy, either by conveyance, in fee simple, or for any less estate, or upon ground rent, or for both, all the lots of land, premises and appurtenances necessary to the successful maintenance and carrying on of such business; shall have the power to execute the necessary and proper covenant for securing the payment of ground rents on any of such lands and premises; shall have power to sell and convey, let or lease all or any parts of said lots or the tenements and buildings thereon erected, either for cash or on ground rent, or partly for cash and partly on ground rent; and shall have power to erect such buildings, fixtures and appurtenances, and procure such furniture and equipments as may be necessary for the success of its business; and the said corporations may borrow money in the manner provided in section thirteen of this act to an amount equal to the capital stock of the company paid up, and secure the same by mortgage upon the said lots, buildings and fixtures and appurtenances.

## BUILDING AND LOAN ASSOCIATIONS.

Building and loan associations, how to be governed, &c.

SECTION 37. Building and loan associations incorporated under the provisions of this act, shall have the powers, and from the date of the letters patent creating the same, when not otherwise provided in this act, be governed, managed and controlled as follows:

Powers of.

*Clause 1.* They shall have the power and franchise of loaning or advancing to the stockholders thereof the moneys accumulated from time to time, and the power and right to secure the re-payment of such moneys, and the performance of the other conditions upon which the loans are to be made, by bond and mortgage or other security, as well as the power and right to purchase or erect houses, and to sell, convey, lease or mortgage the same at pleasure to their stockholders or others for the benefit of their stockholders, in such manner, also, that the premiums taken by the said associations, for the preference or priority of such loans shall not be deemed usurious, and so, also, that in case of non-payment of instalments, premiums or interest by borrowing stockholders, for six months, payment of principal, premiums and interest, without deducting the premium paid, or interest



thereon, may be enforced by proceeding on their securities according to law.

*Clause 2.* The capital stock of any corporation created for such purposes by virtue of this act, shall at no time consist in the aggregate of more than one million dollars, to be divided into shares of such denomination, not exceeding five hundred dollars each, and in such number as the incorporators may, in the application for their charter, specify: *Provided*, That the capital stock may be issued in series, but no such series shall at any issue exceed in the aggregate five hundred thousand dollars, the instalments on which stock are to be paid at such time and place as the by-laws shall appoint; no periodical payment of such instalments to be made exceeding two dollars on each share, and said stock may be paid off and retired as the by-laws shall direct; every share of stock shall be subject to a lien for the payment of unpaid instalments and other charges incurred thereon under the provisions of the charter and by-laws, and the by-laws may prescribe the form and manner of enforcing such lien; new shares of stock may be issued in lieu of the shares withdrawn or forfeited; the stock may be issued in one or in successive series, in such amount as the board of directors or the stockholder may determine; and any stockholder wishing to withdraw from the said corporation, shall have power to do so by giving thirty days' notice of his or her intention to withdraw, when he or she shall be entitled to receive the amount paid in by him or her, less all fines and other charges; but after the expiration of one year from the issuing of the series, such stockholder shall be entitled, in addition thereto, to legal interest thereon: *Provided*, That at no time shall more than one-half of the funds in the treasury of the corporation be applicable to the demands of withdrawing stockholders without the consent of the board of directors, and that no stockholder shall be entitled to withdraw whose stock is held in pledge for security; upon the death of a stockholder, his or her legal representatives shall be entitled to receive the full amount paid in by him or her and legal interest thereon, first deducting all charges that may be due on the stock; no fines shall be charged to a deceased member's account from and after his or her decease, unless his legal representatives of such decedent assume the future payments on the stock.

*Clause 3.* That the number, titles, functions and compensation of the officers of any such corporation, their terms of office, the times of their elections, as well as the qualifications of electors, and the ratio and manner of voting, and the periodical meetings of the said corporation, shall be determined by the by-laws when not provided by this act.

*Clause 4.* That the said officers shall hold stated meetings, at which the money in the treasury, if over the amount fixed by charter as the full value of a share, shall be offered for loan in open meeting, and the stockholder who shall bid the highest premium for the preference or priority of loan, shall be entitled to receive a loan of not more than the amount fixed by charter as the full value of a share for each share

of stock held by such stockholder: *Provided*, That a stockholder may borrow such fractional part of the amount fixed by charter as the full value of a share, as the by-laws may provide; good and ample security, as prescribed by the by-laws of the corporation, shall be given by the borrower to secure the re-payment of the loan; in case the borrower shall neglect to offer security, or shall offer security that is not approved by the board of directors, by such time as the by-laws may prescribe, he or she shall be charged with legal interest, together with any expenses incurred, and the loss in premium, if any, on a re-sale, and the money may be re-sold at the next stated meeting; in case of non-payment of instalments or interest by borrowing stockholders, for the space of six months, payment of principal and interest, without deducting the premium paid or interest thereon, may be enforced by proceeding on their securities according to law.

When payment to be enforced by process.

Re-payment of loans.

*Clause 5.* That a borrower may repay a loan at any time, and in case of the re-payment thereof, before the expiration of the eighth year, after the organization of the corporation, there shall be refunded to such borrower one-eighth of the premium paid for every year of the said eight years then unexpired: *Provided*, When the stock is issued in separate series the time shall be computed from the date of the issuing the series of stock on which the loan was made.

Premiums, fines and interest to be recoverable.

*Clause 6.* That no premiums, fines, or interest on such premiums, that may accrue to the said corporation, according to the provisions of this act, shall be deemed usurious, and the same may be collected as debts of like amount are now by law collected in this commonwealth.

Corporation not to be dissolved by omission to elect officers.

*Clause 7.* That no corporation or association created under this act shall cease or expire from neglect on the part of the incorporators to elect officers at the time mentioned in their charter or by-laws, and all officers elected by such corporation shall hold their offices until their successors are duly elected.

May purchase and convey lands on which they have an incumbrance.

*Clause 8.* Any loan or building association incorporated by or under this act, is hereby authorized and empowered to purchase at any sheriff's or other judicial sale, or at any other sale, public or private, any real estate, upon which such association may have or hold any mortgage, judgment, lien, or other incumbrance, or ground rent, or in which said association may have an interest, and the real estate so purchased, or any other that such association may hold or be entitled to at the passage of this act, to sell, convey, lease, or mortgage at pleasure, to any person or persons whatsoever; and all sales of real estate heretofore made by such associations to any person or persons not members of the association so selling, are hereby confirmed and made valid.

Power to purchase and convey other lands.

*Clause 9.* All such corporations shall have full power to purchase lands and to sell and convey the same, or any part thereof, to their stockholders or others in fee simple, with or without the reservation of ground rents, but the quantity of land purchased by any one of said associations hereafter incorporated, shall not, in the whole, exceed fifty acres, and in all cases the lands shall be disposed of within ten years from

the date of the incorporation of such associations respectively.

*Clause 10.* That all land and building associations are hereby authorized to make sale of and assign or extinguish to any person or persons the ground rents created as aforesaid. May assign ground rents.

#### IRON OR STEEL COMPANIES.

**SECTION 38.** Companies incorporated under the provisions of this act for the manufacture of iron or steel, or both, of any other metal, or of any article of commerce from wood or metal, or both, unless otherwise provided by this act, shall, from the date of the letters patent creating the same, have the powers and be governed, managed and controlled as follows: Iron and steel companies, powers of, &c.

*Clause 1.* Every such corporation may, in the manner prescribed in this act, increase its capital stock to an amount not exceeding five million dollars, and shall have the right to purchase, lease, hold, mortgage and sell real estate and mineral rights, to prove and open mines, to mine and prepare for market, or for their own use and consumption, coal, iron ore and other minerals, and to erect and construct furnaces, forges, mills, foundries, manufactories and such other improvements and erections as they may deem necessary, and to manufacture iron and steel, or any other metal, or either thereof, in all shapes and forms, and either of these metals, exclusively or in combination with other metals, or with wood, and to transport all of said articles or any of them to market, and to dispose of the same, and do all such other acts and things as a successful and convenient prosecution of said business may require: *Provided*, They shall not at any one time have more than ten thousand acres of land within this commonwealth, including leased lands. Right to increase capital stock, hold real estate, mine, manufacture, &c.

*Clause 2.* Every such corporation may make and issue bonds, with or without coupons attached, bearing interest not exceeding six per centum per annum, and sell, exchange or otherwise dispose of the same, upon such terms and conditions as they may deem advisable, and such bonds, and the interest thereon, may be secured by a mortgage or mortgages upon the corporate franchises, real and leasehold estate: *Provided*, They shall not issue bonds for a greater sum than three times the amount of their capital stock paid in. May issue and dispose of bonds.

*Clause 3.* The president and directors of every such corporation shall annually lay before the stockholders a full and complete statement of the business and affairs of the corporation for the preceding year; and it shall also be their duty to make report to the auditor general, at such time and in such form as is or may be prescribed by law, of the operations of the corporation, to the end that he may ascertain the amount of tax due by said corporation to the commonwealth, and such report shall be verified by the oaths or affirmations of the president and treasurer of such corporation; and any such corporation which shall neglect or refuse to report to the auditor general, according to law, shall be liable to a penalty of five hundred dollars for the use of the common- Annual statement to be laid before stockholders. To make report to auditor general. Penalty for neglect.

wealth, to be sued for and recovered as debts of like amount are or may be by law recoverable.

Power to appropriate streams.

*Clause 4.* It shall and may be lawful for any corporation, organized for the purposes named in this section, to appropriate any stream or streams, spring or springs, flowing for the purpose of supplying the same with stream or water owned by such corporation in the vicinity of their works, through or along or rising upon any lands belonging to and power, upon the said corporation filing in the office of the prothonotary of the court of common pleas of the county in which such works may be located, a draft or drafts showing the stream or streams, spring or springs, which may have been appropriated for the purposes aforesaid; whereupon it shall not be lawful for any other corporation or individual to divert or use the water of any stream or streams, spring or springs, thus appropriated, so as to diminish the usual accustomed and natural flow thereof: *Provided*, That every corporation thus appropriating any stream or streams, spring or springs, shall, after using the waters of the same for their manufacturing necessities, return the same into the usual and accustomed channel whereby the water of such stream or streams, spring or springs, have heretofore been accustomed to flow off or along the lands of such corporation.

Upon filing drafts, others prohibited from using streams.

Waters to be returned to their usual channel.

Effect of incorporation for purposes named in section.

*Clause 5.* The incorporation of any association of persons for the purposes named in this section shall be held and taken to be of the same force and effect as if the powers and privileges conferred and the duties enjoined had been conferred and enjoined by special act of the legislature, and the franchises granted shall be construed according to the same rules of law and equity as if it had been created by special charter, and no modification or repeal of this act shall affect any franchises obtained under the provisions of the same.

Corporations may hold stock and bonds.

*Clause 6.* That it shall and may be lawful for any incorporated company of this commonwealth, or elsewhere, to subscribe and take shares of stock in any company incorporated for the purposes named in this section of this act, or to purchase the bonds or stock, or guarantee the payment of said bonds and the interest thereon, or either principal or interest.

Or guarantee payment of bonds.

Majority of stock may be held by persons not citizens.

Majority of directors may be citizens of another state or country.

*Clause 7.* A majority of the stock of any such corporation may be held by persons who are not citizens of this state or of the United States. A majority of its directors may be citizens of another state, or of any foreign country; and it may have an office at any place without the state, at which the by-laws of the corporation may authorize the same meetings of stockholders and directors may be held, and any business of the corporation transacted, but it shall also keep an office within the county in which its principal business in this state is transacted, and an officer of the company there, upon whom service of process may be made; and the property and stock of such corporation shall be at all times liable to taxation under the laws of this commonwealth.

Offices.

Corporations heretofore created, entitled to privileges of act on accepting constitution.

Corporations for any of the purposes named in this section, heretofore created by any special or general law of this commonwealth, on accepting the provisions of the constitution,

shall be entitled to all the privileges and powers conferred by this act upon such corporations to be hereafter created.

*Clause 8.* That the stockholders of every company incorporated for the purposes named in this section shall only be individually liable for debts due to the laborers, mechanics, or clerks, for services, and in that case for no period exceeding six months. Individual liability of stockholders.

*Clause 9.* That all laws and parts of laws inconsistent with this section be and the same are hereby repealed, so far as they may relate to or affect any company incorporated under the provisions hereof, or the stockholders of any such company: *Provided*, This shall not apply to laws imposing taxes upon such corporations. Repealing clause.

#### MECHANICAL, MINING, QUARRYING, MANUFACTURING AND OTHER CORPORATIONS.

SECTION 39. Companies incorporated under the provisions of this act for the carrying on of any mechanical, mining, quarrying, manufacturing or other business, as provided in clause eighteen of the second class, in section two hereof, when not otherwise provided in this act, shall, from the date of the letters patent creating the same, have the powers, and be governed, managed and controlled as follows: Manufacturing companies, mining companies, &c., powers and government of.

*Clause 1.* That every such corporation may have a capital stock not exceeding five million dollars, and may by a vote of three-fourths of the general stockholders, at a meeting duly called for the purpose, issue two kinds of stock, namely: General stock and special stock; the special stock shall at no time exceed two-fifths of the actual capital of the corporation, and shall be subject to redemption at par, after a fixed time to be stated in the certificates. Holders of such special stock shall be entitled to receive, and the corporation shall be bound to pay thereon, a fixed or half yearly sum or dividend to be expressed in the certificates, not exceeding four per centum, and they shall in no event be liable for the debts of the corporation beyond their stock. Capital stock. General and special stock.

*Clause 2.* That if the proprietor of any share neglect to pay a sum duly assessed thereon, for the space of thirty days after the time appointed for payment, the treasurer of the company may sell by public auction a sufficient number of the shares to pay all assessments then due, with necessary and incidental charges thereon. The treasurer shall give notice of the time and place appointed for such sale, and of the sum on each share, by advertising the same three weeks successively before the sale in some newspaper published in said county; and a deed of the share so sold made by the treasurer, and acknowledged before a justice of the peace, and recorded by the clerk, who shall transfer said shares to the purchaser, who shall be entitled to a certificate therefor. How payment of assessments enforced. Notice of sales. Deed.

*Clause 3.* The president and directors, with the treasurer and clerk of such companies, shall, after the payment of the last instalment of the capital stock, make a certificate stating the amount of the capital so fixed and paid in, which certificate shall be signed and sworn to by the president, treasurer, clerk, and a majority of the directors, and they shall Certificate of payment of capital stock to be recorded.

cause the same to be recorded in the office of the recorder of deeds for said county.

Withdrawal of capital.

*Clause 4.* If any part of the capital stock of a company is withdrawn and refunded to the stockholders, before the payment of all the debts of the company contracted previously to the recording of a copy of the vote for that purpose in the office of the recorder of deeds, as prescribed in the preceding section, all the stockholders of the company shall be jointly and severally liable for the payment of such debts.

Directors to be individually liable for declaring dividend, which will render the company insolvent.

*Clause 5.* If the directors of any company declare any dividend when the company is insolvent, or the payment of which would render it insolvent, they shall be jointly and severally liable for all the debts of the company then existing, and for all thereafter contracted, so long as they respectively continue in office: *Provided,* That the amount for which they shall be liable shall not exceed the amount of such dividend, and if any of the directors are absent at the time of making the dividend or object thereto, at said time, and file their objections in writing with the clerk of the company, they shall be exempted from such liability.

Restriction of liabilities.

*Clause 6.* The whole amount of the debts which any such company at any time owes, shall not exceed the amount of its capital stock actually paid in, unless such debt be for unpaid purchase money for lands bought, which debt shall only be a lien upon and collectible from said land; and in case of any excess, the directors, under whose administration it occurs, shall be jointly and severally liable to the extent of such excess for all the debts of the company then existing, and for all that are contracted, so long as they respectively continue in office, and until the debts are reduced to the amount of the capital stock: *Provided,* That any of the directors who are absent at the time of contracting any debts, contrary to the foregoing provisions, or who object thereto, may exempt themselves from liability by forthwith giving notice of the facts to the stockholders, at a meeting which they may call for that purpose. If any certificate made, or any statement or notice given by the officers of a company, under the provisions of this act, is false in any material representation, all the officers who signed the same, knowing it to be false, shall be jointly and severally liable for all the debts of the company contracted while they were officers or stockholders thereof.

Directors to be liable for excess.

Liability for making false certificates, &c.

Power to hold real and personal estate.

*Clause 7.* Such corporation may, in its corporate name, take, hold and convey such real and personal estate as is necessary for the purpose of its organization, may carry on its business, or so much thereof as is convenient, beyond the limits of the commonwealth, and may there hold any real or personal estate necessary for conducting the same.

Annual certificates to be filed with recorder.

*Clause 8.* Every such corporation shall, annually, in September, make, and the president, treasurer and a majority of the directors, shall sign, swear to and deposit with the recorder of deeds for said county, a certificate stating the amount of capital stock paid in, the names and number of shares held by each stockholder, the amount invested in real estate and in personal estate, the amount of property owned

and debts due to the corporation, on the first day of August next preceding the date of such certificates, and the amount, as nearly as can be ascertained, of existing demands against the corporation at the date of the certificate.

*Clause 9.* When the officers of such corporation have failed to perform the duties prescribed in this act, as to making certificates, the certificates therein mentioned may be made and filed at any time after such failure; and such officers shall not be personally liable for debts of the corporation contracted after the requisitions of this act have been complied with.

Failure to file certificates, how remedied, and effect thereof.

*Clause 10.* Process shall be served upon such corporations in the same manner as is now directed by law with regard to other corporations. The court of common pleas of the proper county shall have the same power to dissolve such corporation, upon petitions filed under the corporate seal, which it now has with regard to other corporations. When special stock is created by any corporation, under this act, the general stockholders shall be liable for all debts and contracts until the special stock is fully redeemed.

Service of process.

Dissolution.

Liability of general stockholders.

*Clause 11.* The stockholders of any and all corporations, under this act, shall be personally liable for all sums of money due to laborers, clerks and operatives, for services rendered within six months before demand made upon the corporation, and its neglect or refusal to make payment; and when judgment is obtained against any corporation for wages or labor due to an amount not exceeding two hundred dollars, said corporation shall not be entitled to stay of execution.

Individual liability to laborers, &c.

When not entitled to stay of execution.

*Clause 12.* Any such corporation may, from time to time, acquire and dispose of real estate, and may construct, have or otherwise dispose of dwellings and other buildings; but no power to sell or release the real estate of such corporation shall be exercised by the directors thereof, unless such power be expressly given in the certificates originally filed, without a consent of a majority of the stock in value consenting and agreeing to such sale or lease before making the same, which consent shall be obtained at a meeting of the stockholders to be held for that purpose, of which meeting thirty days' notice shall be given in one of the newspapers of the proper county, and such consent shall be evidenced only by the written signatures of said stockholders.

Power to acquire and dispose of real estate, &c.

#### RE-CHARTERING CORPORATIONS.

SECTION 40. Corporations created by or under the laws of this state, embraced within either of the classes named in section two of this act, the charters whereof are about to expire by lapse of time from their own limitation, may be re-chartered, or the charters thereof renewed, under the provisions of this act, by preparing, having approved and recorded the certificate named in said section for the class of incorporation of which the same is one, in addition to the requirements provided in this act for a new corporation; the certificate for a re-charter shall state the fact that it is a renewal of the former charter, naming the corporation and the date of its first charter. It shall also be accompanied with

Renewal of charter how effected.

a certificate, under the seal of the corporation, showing the consent of at least a majority in interest of such corporation to such re-charter. It shall also state the financial condition of the said corporation at the date of such certificate, showing capital stock paid in, funded debt, floating debt, estimated value of property and cash assets, if any. It shall expressly accept the provisions of the constitution of this state and of this act, and expressly surrender all privileges conferred upon such corporation by its original charter that are not enjoyed by corporations of its class under this act or general laws of this commonwealth. From the date of recording of such certificate, if the corporation be of the first class named in section two of this act, and from the date of letters patent, if of the second class, the said re-chartered corporation shall be and exist as a new corporation under the provisions of this act and of its said renewed charter; and all of the rights, privileges, powers, immunities, lands, property and assets, of whatever kind or character the same may be, possessed and owned by the said original corporation, shall vest in and be owned and enjoyed by the said re-chartered corporation, as fully and with like effect as if its original charter had not expired, save as herein and by said certificate expressly stated otherwise; and all suits, claims and demands by said corporations in existence at the date of such re-charter, shall and may be sued, prosecuted and collected, under the laws governing the said corporation prior to its re-charter, and all claims and demands of every nature and character in existence at said re-charter, may be collected from and off the said re-chartered corporation, as fully and with like effect as if no change had taken place

When renewal to state from.

Rights, privileges, &c., of original corporation, to rest in re-chartered one.

Suits, claims, &c., in existence at date of re-charter, how prosecuted.

#### ASSESSMENT OF DAMAGES.

How damages for lands, &c., taken by corporations, to be assessed.

Viewers to be appointed.

SECTION 41. That in all cases in which, under the provisions of this act, any corporation is permitted to take waters, streams, lands, property, materials or franchises for the public purposes thereof, and the said corporation cannot agree with the owner or owners of any such waters, streams, lands, materials or franchises, for the compensation proper for the damage done or likely to be done to or sustained by any such owner or owners of such waters, streams, land or materials, which such corporation may enter upon, use or take away, in pursuance of the authority herein given, or by reason of the absence or legal incapacity of any such owner or owners, no such compensation can be agreed upon, the court of common pleas of the proper county, on application thereto, by petition, either by said corporation or by the owner or owners or any one in behalf of either, shall appoint five discreet and disinterested freeholders of the proper county, and appoint a time not less than ten nor more than twenty days thereafter, for said viewers to meet at or upon the premises where the damages are alleged to be sustained, or the property taken, of which time and place five days' notice shall be given by the petitioner to the said viewers and the other party; and the said viewers, or any three of them, having



been first duly sworn or affirmed faithfully, justly and impartially to decide and true report to make concerning all matters and things to be submitted to them, and in relation to which they are authorized to inquire in pursuance of the provisions of this act, and having viewed the premises, they shall estimate and determine the quantity, quality and value of said lands, streams or property so taken or occupied, or to be taken or occupied, or the materials so used or taken away, as the case may be, and having a due regard to and making just allowance for the advantages which may have resulted, or which may seem likely to result to the owner or owners of said streams, land or materials, in consequence of the making the improvements or conducting the operations of such corporation or of the construction of works for which the property is to be taken; and after having made a fair and just comparison of said advantages and disadvantages, they shall estimate and determine whether any, and if any, what amount of damages has been or may be sustained, and to whom payable, and make report thereof to the said court; and if any damages be awarded, and the report be confirmed by the said court, judgment shall be entered thereon; and if the amount thereof be not paid within thirty days after the entry of such judgment, execution may then issue thereon, as in other cases of debt, for the sum so awarded, and the costs and expenses incurred shall be defrayed by the said corporation; and each of the said viewers shall be entitled to one dollar and fifty cents per day for every day necessarily employed in the performance of the duties herein prescribed, to be paid by such corporation.

Their duties.

Judgment to be entered on award of damages.

And execution to issue.

Fees of viewers.

In all cases where the parties cannot agree upon the amount of damages claimed, or by reason of the absence or legal incapacity of such owner or owners no such agreement can be made, either for lands, streams, water, water-rights, franchises or materials, the corporation shall tender a bond with at least two sufficient sureties to the party claiming or entitled to any damages, or to the attorney or agent of any person absent, or to be guardian or committee of any one under legal incapacity, the condition of which shall be that the said corporation will pay, or cause to be paid, such amount of damages as the party shall be entitled to receive after the same shall have been agreed upon by the parties, or assessed in the manner provided for by this act: *Provided*, That in case the party or parties claiming damages refuse or do not accept the bond as tendered, the said corporation shall then give the party a written notice of the time when the same will be presented for filing in court, and thereafter the said corporation may present said bond to the court of common pleas of the county where the lands, streams, water or materials are, and if approved the bond shall be filed in said court for the benefit of those interested, and recovery may be had thereon for the amount of damages assessed, if the same be not paid or cannot be made by execution on the judgment in the issue formed to try the question.

Company may tender security for damages to be incurred.

Proceedings on refusal to accept security tendered.

The viewers provided for in this section may be appointed before or after the entry for constructing said work or taking

When viewers may be appointed.

Appeals, and proceedings thereon.

materials therefor, and after the filing of the bond hereinbefore provided for; and upon the report of said viewers, or any four of them, being filed in said court, either party, within thirty days thereafter, may file his, her or their appeal from said report to said court. After such appeal either party may put the cause at issue in the form directed by said court, and the same shall then be tried by said court and a jury, and after final judgment, either party may have a writ of error thereto from the supreme court, in the manner prescribed in other cases; the said court shall have power to order what notices shall be given connected with any part of the proceedings, and may make all such orders connected with the same as may be deemed requisite. If any exceptions be filed with any appeal to the proceedings, they shall be speedily disposed of; and if allowed, a new view shall be ordered; and if disallowed, the appeal shall proceed as before provided.

#### AMENDMENTS TO CHARTERS.

How charters of religious corporations, and of colleges and universities, may be amended.

SECTION 42. As often as the corporations named in the first class specified in the second section of this act, including all such corporations now in existence, and colleges and universities, shall be desirous of improving, amending or altering the articles and conditions of their charter, it shall and may be lawful for such corporations respectively, in like manner, to specify the improvements, amendments or alterations which are or shall be desired, and exhibit the same to the court of common pleas of the proper county in which said corporation is situated, as aforesaid, when, if said court shall be of opinion such alterations are or will be lawful and beneficial and do not conflict with the requirements of this statute or of the constitution, it shall be the duty of said court to direct notice to be given as provided in the third section of this act, of such application, and after decree made and such amendments are recorded, the same shall be deemed and taken to be a part of the charter of the said corporation.

#### CORPORATION STORES.

Mining, manufacturing and quarrying companies, to be confined to purposes for which created.

Not to buy or sell merchandise, other than specified in charter.

Not to withhold wages of operatives for merchandise furnished them.

SECTION 43. Every manufacturing, mining or quarrying company incorporated under the provisions of this act shall be confined exclusively to the purposes of its creation, as specified in its charter, and no such company shall manufacture or sell any commodity or articles of merchandise other than those therein specified. No such company shall engage in nor shall it permit any of its employees or officials to engage in the buying or selling upon the lands possessed by it of any wares, goods or commodities or merchandise, other than those specified in their charter or necessary for the manufacture of the same. No such company shall permit to be withheld or authorize or direct the withholding of wages due any of its operatives or employees by reason of the sale or furnishing of goods, wares or merchandise by any person to such operatives or employees, unless the same be withheld by reason of and in obedience to due process of law; but nothing herein contained shall prohibit any such company

from supplying to its employees oil, powder and other articles and implements necessary for or used in mining.

## BONUS.

SECTION 44. Every company incorporated by or under the provisions of this act, or accepting the same, except turn-pike, bridge, cemetery companies, or building and loan associations, and excepting all of those corporations named in the first class of section two of this act, shall pay to the state treasurer, for the use of the commonwealth, a bonus of one-quarter of one per centum upon the amount of the capital stock which said company is authorized to have, in two equal instalments, and a like bonus upon any subsequent increase thereof. The first instalment shall be due and payable upon the incorporation of said company, or upon the increase of the capital thereof, and the second instalment one year thereafter; and no company as aforesaid shall have or exercise any corporate powers until the first instalment of said bonus is paid, and the governor shall not issue letters patent to any company until he is satisfied that the first instalment of said bonus has been paid to the state treasurer; and no company incorporated as aforesaid shall go into operation, or exercise any corporate powers or privileges until said first instalment or bonus has been paid as aforesaid.

Bonus on capital stock of corporations.

When due and payable.

Not to have corporate powers until first instalment is paid.

SECTION 45. That it shall be the duty of the secretary of the commonwealth to prepare and publish, with every edition of the pamphlet laws, a certified list of all charters of incorporation filed in his office, and incorporated under the provisions of this act, stating the style, title, purpose and location of every such corporation, and he shall prepare and publish a complete alphabetical index to the same.

Secretary of commonwealth to publish list of charters with pamphlet laws.

SECTION 46. That from and after the passage of this act, the acts of the general assembly, entitled "An Act to encourage manufacturing operations in this commonwealth," approved April seventh, one thousand eight hundred and forty-nine; "An Act to enable joint tenants, tenants in common and adjoining owners of mineral lands in this commonwealth, to manage and develop the same," approved April twenty-first, one thousand eight hundred and fifty-four; "An Act relating to corporations for mechanical, manufacturing, mining and quarrying purposes," approved July eighteenth, one thousand eight hundred and sixty-three; "An Act to provide for the incorporation of iron and steel manufacturing companies," approved March twenty-first, one thousand eight hundred and seventy-three, and the several supplements to each of said acts, be and the same are hereby repealed, so far as they provide for the creation of corporations for any of the purposes provided for by this act, or are inconsistent with this act.

Repeal.

APPROVED—The 29th day of April, A. D. 1874.

J. F. HARTRANFT.