

tions of this act shall take effect upon its approval.

APPROVED—The 25th day of May, A. D. 1921.

WM. C. SPROUL.

No. 426.

AN ACT

Authorizing certain corporations to issue preferred or common stock of one or more classes; providing for the manner of issuance, restrictions and regulations in the manner of voting thereof, and the rights and privileges of the holders thereof; validating certain acts of corporations not participated in by the holders of non-voting stock; and repealing all acts and parts of acts inconsistent therewith.

Section 1. Be it enacted, &c., That every corporation, heretofore or hereafter incorporated under the laws of this Commonwealth, excepting those referred to in section two of this act, may create two or more kinds of common stock and two or more kinds of preferred stock at the time of its incorporation by provisions inserted in the certificate of incorporation, or, at any later time, with the consent of a majority in interest of its stockholders having voting power obtained at a meeting to be called for that purpose. Notice of the time, place, and purpose of such meeting shall be published, once a week for sixty (60) days prior to said meeting, in a newspaper of general circulation, and in the legal journal, if any, of the county in which the principal office of the corporation in this Commonwealth is located. Such classes of stock may, from time to time, be authorized and issued out of the unissued stock of the corporation. Such stock may be issued in one or more classes, in such amounts for each class, without regard to the amount of any other class or the amount of unqualified common stock, and with such designations, rights, privileges, limitations, preferences, and voting powers, or prohibitions, restrictions, or qualifications of the voting and other rights and powers, and upon such terms as to redemption in any class thereof at not less than par, and convertible or not into any other class of stock, common or preferred, as may be set forth in the original certificate of incorporation, or as may be approved and adopted by the stockholders at the time of the authorization or at any time prior to the issuance thereof. The rate of preferred dividend for any class of stock shall not exceed ten per centum (10%) per annum. Such stock may be issued for cash or property, or in exchange for other stock of the corporation, or through all or more than one of said methods; and the stock so exchanged for such preferred stock and returned to the corporation may be issued again by the corporation.

Corporations.
Preferred and common stock of two or more classes.

Manner of creation
Certificate of incorporation.

Subsequent meeting.

Notice.

Issuance out of unissued stock.

Character of stock which may be issued.

Preferred dividend.

Consideration.

Corporations to which act does not apply.

Section 2. This act shall not apply to the following classes of corporations, namely: Building and loan associations; insurance, banking, and trust companies; and such companies as are required by the provisions of an act, approved the twenty-ninth day of April, one thousand eight hundred and seventy-four (Pamphlet Laws, seventy-three), entitled "An act to provide for the incorporation and regulation of certain corporations," and supplements thereto, to have their charters approved by the courts of common pleas.

Alteration of rights and privileges.

Section 3. The rights, privileges, and terms and conditions of any class of stock, issued and outstanding as above provided, shall not thereafter be subject to alteration or change without the consent of all the holders of such class of stock, except as may be otherwise provided by the certificate of incorporation or by the resolutions authorizing the issue of the same.

Rights of holders of non-voting stock.

Section 4. Holders of non-voting stock, issued under the provisions of this act or of any act heretofore or hereafter passed, shall not have the right to participate in any meeting of the stockholders of the company, and shall not be entitled to any notice of any such meeting; nor shall waiver of notice of such meeting by such holders of stock be required, notwithstanding the provisions of any act of Assembly which, under its terms, requires or shall require notice to stockholders; nor shall the holders of non-voting stock be considered stockholders for the purpose of any election, meeting, or consent of stockholders, under the provisions of any act of Assembly now in force or which may hereafter be passed, unless otherwise provided by certificate of incorporation or by the resolution authorizing the issue of the said stock.

Validation of previous issues.

Section 5. All acts of corporations heretofore done, and all meetings of such corporations heretofore held, which would be legal and valid under the provisions of section four of this act, are hereby validated with the same force and effect as if this act had been in effect at the time of such acts or such meetings.

Acts repealed.

Section 6. The following acts, and parts of acts, are hereby specifically repealed: Sections one, two, and three of an act, approved the twenty-eighth day of May, one thousand nine hundred and thirteen (Pamphlet Laws, three hundred and seventy-eight), entitled "An act authorizing corporations to issue preferred stock of one or more classes; providing for the manner of issuance, restrictions, and regulations in the matter of voting thereof, and the rights and privileges of the holders thereof; and repealing all acts or parts of acts inconsistent therewith."

Part of act of May 28, 1913 (P. L. 378).

Act of April 21, 1915 (P. L. 143).

An act, approved the twenty-first day of April, one thousand nine hundred and fifteen (Pamphlet Laws, one hundred and forty-three), entitled "An act to

amend section one of an act, entitled 'An act authorizing certain corporations to issue preferred stock of one or more classes; providing for the manner of issuance, restrictions, and regulations in the matter of voting thereof, and the rights and privileges of the holders thereof; and repealing all acts or parts of acts inconsistent therewith,' approved May twenty-eighth, one thousand nine hundred and thirteen (Pamphlet Laws, three hundred and seventy-eight)."

All acts or parts of acts, general or special, inconsistent herewith, are hereby repealed. Repeat.

APPROVED—The 25th day of May, A. D. 1921.

WM. C. SPROUL.

No. 427.

AN ACT

To amend section two of the act, approved the twelfth day of July, one thousand nine hundred thirteen (Pamphlet Laws, seven hundred eleven), entitled "An act establishing a court for the county of Philadelphia; prescribing its jurisdiction and powers; providing for the service of its writs, process, or warrants by the proper officers of the county or city of Philadelphia; regulating the procedure therein, and appeals therefrom; and providing for the expenses thereof."

Section 1. Be it enacted, &c., That section two of the act, approved the twelfth day of July, one thousand nine hundred thirteen (Pamphlet Laws, seven hundred eleven), entitled "An act establishing a court for the county of Philadelphia; prescribing its jurisdiction and powers; providing for the service of its writs, process, or warrants by the proper officers of the county or city of Philadelphia; regulating the procedure therein, and appeals therefrom; and providing for the expenses thereof," which reads as follows:—

"Section 2. The judges of said court shall be learned in the law, and shall be elected, by the duly qualified electors of said county, for terms of ten years, if they so long behave themselves well.

"The president judge shall receive a salary of six thousand five hundred dollars (\$6,500) per annum, and the associate judges shall receive salaries of six thousand dollars, payable by the State in the same manner that the salaries of the judges of the courts of common pleas are paid. The term of office of the judges of the court shall begin on the first Monday of January following their election.

"The first judges of the said court shall be elected at the general election held in November, one thousand nine hundred and thirteen.

"In the event of a vacancy in the office of judge, or when by reason of a new United States census more judges are to be chosen, the Governor shall appoint

Philadelphia.

Municipal court.

Section 2, act of July 12, 1913 (P. L. 711), cited for amendment.