

centum granted to the said commissioners, shall be calculated and allowed only on the amount of the money and bonds, which shall be paid into the state treasury on account of the said John Nicholson's estate.

Section XII. (Section XII, P. L.) And be it further enacted by the authority aforesaid, That the fourth, fifth and sixth sections of the act hereby supplied, be, and they are hereby repealed.

Approved March 19, 1807. Recorded in L. B. No. 10, p. 469.
Note (*¹) Chapter 2732; Supra this volume, p. 315.

CHAPTER MMDCCCLXXXVII.

AN ACT TO INCORPORATE THE LANCASTER AND SUSQUEHANNA INSURANCE COMPANY.

Whereas an association of citizens hath been formed under the title of the "Lancaster and Susquehanna Insurance Company," for the purpose of insurance from losses by fire and other risks; and it appearing to the legislature that the agricultural interests and the security of the property and persons of the citizens will be promoted by such institution: Therefore,

Section I. (Section I, P. L.) Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania, in General Assembly met, and it is hereby enacted by the authority of the same, That all and every the persons who shall at the time of the passing of this act be members of the association called the "Lancaster and Susquehanna Insurance Company," and proprietors of the capital stock thereof, shall be and they are hereby created and declared to be one body politic and corporate by the name, style, and title of the "Lancaster and Susquehanna Insurance Company;" and by the same name shall have perpetual succession, and shall be able to sue and be sued, implead and be impleaded, in all courts of record or elsewhere; and to purchase, receive, have, hold and enjoy to them and their successors, lands, tenements and hereditaments, goods and chattels, of what nature,

kind, or quality soever, real, personal, or mixed; or choses in action, and the same from time to time to sell, grant, demise, alien, or dispose of: Provided, that the clear yearly income of said real estate shall not at any time exceed the sum of five thousand dollars; and also to make and have a common seal, and the same to break, alter and renew at pleasure; and also to ordain, establish and put in execution such by-laws, ordinances and regulations as shall appear necessary and convenient for the government of the said corporation, not being contrary to the constitution thereof, or to the laws of the United States or of this commonwealth; and generally to do all and singular, the matters and things which to them it shall lawfully appertain to do for the well being of the said corporation, and the due management and ordering of the affairs thereof.

Section II. (Section II, P. L.) And be it further enacted by the authority aforesaid, That all the joint stock, and all other the estate, real, personal and mixed, and all the securities, dues, claims and demands, and all the records, books, papers, vouchers, and other documents whatsoever, in any wise belonging to or held and claimed by the said association of citizens at the time of the passing of this act, shall be transferred to and vested in the said corporation of the "Lancaster and Susquehanna Insurance Company," hereby created; as absolutely and completely to all intents and purposes as the same respectively shall then belong to, or be held and claimed by the said association of citizens, or by their officers and agents for their use.

Section III. (Section III, P. L.) And be it further enacted by the authority aforesaid, That the capital stock of the "Lancaster and Susquehanna Insurance Company," now consisting of one hundred thousand dollars, may be hereafter increased to any sum not exceeding three hundred thousand dollars, if the holders of two thirds of the present stock shall at any of their annual meetings regularly convened, as is hereinafter provided, so order; and the increase shall be subscribed for in such manner, and on such terms as they shall direct: Provided always, that the privilege of subscribing to

shares in the increased stock, shall not exceed the original terms; and shall be equally extended to the citizens at large, as well as to those who may then be stockholders, after a notice of sixty days at least shall have been given in all the newspapers printed in the borough of Lancaster; and the present capital stock of the company by this act incorporated, as well as the stock which may be created in addition to it by the increase aforesaid, shall be held by the proprietors thereof, and be transferable by them or their assigns respectively, on the terms and in the manner hereinafter specified; and the stockholders having already paid two dollars and fifty cents on each share by them respectively subscribed according to the terms of their association, shall pay the balance for the share or shares by them respectively subscribed in the company by this act incorporated, in installments of not more than five dollars each; at such times as the president and directors shall judge necessary and require; they giving at least thirty days notice previous thereto, in two public newspapers printed in the borough of Lancaster; and the stockholders who shall neglect or refuse to pay all or any part of the said installments for the space of ten days after the time and times prescribed as aforesaid, shall forfeit for the use of the company hereby incorporated, all the money previously paid, together with all right, title, interest, emolument, profit, claim and demand whatsoever, of, in, to and out of the capital stock and funds of the company by this act incorporated; and the profits arising and to arise therefrom by reason or on account of the share and shares so forfeited, and so much of the capital stock and funds of the company as it may not be necessary to reserve for the purpose of paying demands against the company, shall be vested by the directors in the public debt of the United States, in bank stock, or in the stock of any company incorporated by the state of Pennsylvania, or any of the United States; and the directors shall have power to call in and reinvest such monies in the same or other funds, whenever it shall appear to them expedient.

Section IV. (Section IV, P. L.) And be it further enacted by the authority aforesaid, That no corporation or body politic, or persons not being citizens of the United States of America, shall be admitted to become members of the said company.

Section V. (Section V, P. L.) And be it further enacted by the authority aforesaid, That the affairs of the company shall be managed and superintended by seventeen directors; who at their first meeting after their election, shall choose one of their number to be president, and in case of the death, resignation or inability of the president, or any director, the vacancy shall be supplied by the board of directors for the remainder of the period during which such president or director was elected to serve; the directors shall be chosen by ballot on the first Tuesday of June next, and on that day in each and every year hereafter; by a plurality of the votes of the stockholders present, in person, or represented by proxy, derived directly from such stockholder; and shall serve for one year, next ensuing their election, and until others shall be chosen: Provided, always, that William Kirkpatrick, Adam Reigart, jun. Samuel Humes, John Hubley, Jacob Krug, James Hopkins, Samuel Bethel, Thomas Boude, Doctor John Watson, Michael Gundacker, James Whitehill, George Graeff, George Duffield, James Houston, Edward Brien, Samuel White, and Abraham Witmer, who have been elected by the stockholders, shall be the present directors, and shall continue in office until the first Tuesday of June next, and until others shall be chosen: Provided, that in case it shall at any time happen, that an election of directors shall not be made on any day when pursuant to this act it ought to have been made, the said corporation shall not for that cause be deemed to be dissolved, but it shall be lawful on any other day within thirty days thereafter, to hold and make an election of directors in such manner, as shall be regulated by the by-laws and ordinances of the said corporation.

Section VI. (Section VI, P. L.) And be it further enacted by the authority aforesaid, That the directors for the time

being, shall have power to appoint such officers, clerks and agents, under them as shall be necessary for executing the business of the said corporation, and to allow them such compensation for their services respectively, as shall be reasonable; and shall be capable of exercising such other powers and authorities, for the well governing and ordering of the affairs of the said corporation as shall be prescribed, fixed and determined by the laws, regulations and ordinances of the same.

Section VII. (Section VII, P. L.) And be it further enacted by the authority aforesaid, That the following rules, restrictions, limitations and provisions, shall form and be fundamental articles of the said corporation: to wit,

FIRST. A general meeting of the stockholders shall be held at the office of the insurance company on the second Tuesday in December in every year; and at such meeting the directors shall lay before the stockholders or a committee by them appointed, a statement of the affairs of the company, and all such further information, books, papers, and other documents, as a majority of the stockholders so met shall require; and the stockholders at such general meetings shall have power to make and ordain all necessary and lawful rules and regulations for governing and well ordering the affairs of the said company.

SECOND. The stockholders shall be entitled in all questions coming before them (and at every election of directors) to vote in such manner as shall be agreed upon by three-fourths of the stockholders present at their annual meeting; nor shall any stockholder vote at any election for directors, unless the stock shall have stood in the name of such stockholder in the books of the company at least one month preceding the time of such election; all stockholders may vote at elections, and on any question touching the business of the company by proxy, provided the proxy be derived immediately from such stockholder, the written evidence thereof be deposited with the directors at the time of giving such vote, and the vote be given by a citizen of the state of Pennsylvania.

THIRD. No director shall be entitled to any emolument, unless the same shall have been allowed at a general meeting of the stockholders; a reasonable compensation shall be allowed to the president for his attendance and services, which shall be fixed by the stockholders at a general meeting.

FOURTH. The president shall have full power and authority in the name and behalf of the company to make all kinds of marine insurances, insurances against fire, insurances on lives, contracts securing annuities to the widows and families of mechanics and others, and insurances on the inland transportation of goods, wares and merchandise; also, to lend money upon bottomry or respondentia; and generally to transact and perform all the business relating to the objects aforesaid, subject to such regulations as the stockholders shall make, and conformably to the order and instructions of the board of directors.

FIFTH. Stated meetings of the directors shall be held at least once a fortnight, and occasional meetings at such other times as the president shall think proper; at all which the president, if present, shall preside; in case of his absence, his place may be supplied by any other director whom the board of directors shall for that purpose appoint; five of the directors (the president being one), shall form a quorum of a board of directors; but in the absence of the president a majority of the whole number shall be requisite to form a quorum; all questions at the board shall be decided by a plurality of votes; but no vote shall be reconsidered by a smaller number of directors than were present when such vote was passed; the directors shall divide themselves into committees to consist of at least two directors, which committees shall attend in weekly rotation at the office of the company; and it shall be the duty of the president to consult and advise with them touching the affairs of the company.

SIXTH. A number of stockholders, being together proprietors of not less than seven hundred shares, shall have power at any time to call a general meeting of the stockhold-

ers; giving at least two weeks notice in two of the newspapers printed in the borough of Lancaster, and specifying in such notice the objects of such meeting.

SEVENTH. The stock of the company shall be assignable and transferable according to such rules as the board of directors shall establish; and no stockholder indebted to the company shall be permitted to make a transfer or receive a dividend until such debt is discharged or security to the satisfaction of the board of directors be given for the same.

EIGHTH. The directors shall on the first Tuesday in December, and the first Tuesday of June in each year, declare a dividend of so much of the profits of the company as to them shall appear advisable; and the dividend so declared shall be paid to the respective proprietors or their legal representatives, in ten days after the same shall be declared; but the monies received as premiums on risks which shall be undetermined and outstanding at the time of declaring such dividend shall not be considered as part of the profits of the company; and in case of any loss or losses whereby the capital stock of the company shall be lessened, no subsequent dividend shall be made until a sum equal to such diminution shall have been added to the capital; and if the president and directors shall knowingly make any dividend or dividends contrary to the true intent and meaning of the prohibition herein contained, the president, if he consent thereto, and such of the directors as shall consent thereto, shall in their individual capacities be accountable for, and pay over to the company for the use thereof, as much money as they may so divide and pay more than by this article they are authorized to do; and a special agreement to this effect shall be signed by the president and directors of the company after every election which agreement shall be kept on record in the office.

NINTH. Any member of the company may be assured thereby, in the same manner and to the like effect as if the said member had no interest in the company.

TENTH. The public securities and all other evidences of debt or duty owing and belonging to the said company, shall be taken in the name of the "Lancaster and Susquehanna Insurance Company;" and all deposits for the safekeeping of the monies and securities of the said company (until otherwise directed by the stockholders at a general meeting) shall be made in one or more of the incorporated banks established in this commonwealth; in such manner and terms that the same shall always appear to be the property of the company, and be subject only to the drafts or orders of their proper officer or officers as such.

ELEVENTH. All policies shall be subscribed by the president as president of the "Lancaster and Susquehanna Insurance Company," and all losses arising on any policy so subscribed, shall be adjusted by the president and board of directors, and paid agreeably to the terms of the policy, out of the funds of the company; and in all cases of claims for losses which the president and directors may not think the company liable for, they are hereby bound under a penalty of one thousand dollars to submit the decision thereof within one month after due notice from the claimants to three or five reputable arbitrators to be chosen, one or two by each party, and the third or fifth by these two or four; and whose award shall be binding on the company and the assured; it being hereby declared and made known that the members of this company shall not be liable to any loss, damage or responsibility in their persons or property, other than the property they may respectively have invested in the capital and funds of the company.

Section VIII. (Section VIII, P. L.) And be it further enacted by the authority aforesaid, That the said company shall not have power to issue any note or notes in the nature of bank notes, or to become endorsers on any note or notes in their corporate capacity, or to make discounts, or receive deposits after the manner of any bank or banks.

Section IX. (Section IX, P. L.) And be it further enacted by the authority aforesaid, That this act shall be and continue in force until the second Monday in December, which will be in the year of our Lord, one thousand eight hundred and sixteen; unless at any general meeting of the stockholders, held in pursuance of this act, at any time after the second Monday in December, one thousand eight hundred and ten, the stockholders shall by a plurality of votes of those present in person or by proxy, agree to dissolve the said corporation sooner; and whenever a dissolution thereof shall take place, a sum sufficient to answer all outstanding risks and engagements of the company, shall be deposited in one of the incorporated banks in this state; and the powers of the president and directors, who shall be in office at the time of such dissolution, shall continue in them, and the survivors of them, until the termination of such risks, and the final adjustment and satisfaction of all claims upon the company; after which, but not otherwise, such deposited monies or the remainder thereof, shall be divided among the stockholders.

Approved March 19, 1807. Recorded in L. B. No. 10, p. 473.

CHAPTER MMDCCCLXXXVIII.

AN ACT TO ALTER THE TIME OF HOLDING THE JUNE FAIR IN THE BOROUGH AND COUNTY OF LANCASTER.

Section I. (Section I, P. L.) Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania, in General Assembly met, and it is hereby enacted by the authority of the same, That from and after the passing of this act, the fair allowed by law to be held in the borough of Lancaster, in the county of Lancaster, on the twelfth of June annually, shall commence and be held on the first Thursday of June in every year, any law or usage to the contrary notwithstanding.

Approved March 19, 1807. Recorded in L. B. No. 10, p. 478.