

Certain authority to canal comm'rs. the provisions of the will of the late Setphen Girard, deceased, on the several canals embraced in the act, entitled "A supplement to the act, entitled An act relative to the Pennsylvania canals and rail-roads, passed the thirtieth of March, one thousand eight hundred and thirty-two;" and in completing the unfinished balance of so much of the French creek feeder as may be necessary to connect with Conneaut lake and French creek; and in performing their duties under the said act and this act, where the better completion of the work requires a change from slack water to canal, it shall be lawful for the canal commissioners to make contracts for that purpose.

JOHN LAPORTE,

Speaker of the House of Representatives.

J. R. BURDEN,

Speaker of the Senate.

APPROVED—The ninth day of June, A. D. one thousand eight hundred and thirty-two.

GEO. WOLF.

No. 229.

AN ACT

Authorizing the Governor to incorporate the Strasburg rail-road, the Williamsport and Elmira rail-road, the Marietta and Columbia rail-road, the Portsmouth and Lancaster rail-road, and incorporating a company to make the Oxford rail-road.

Strasburg rail-road.

Comm'rs. to open books, &c.

Form of subscription.

SECT. 1. *Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same,* That William Wilson and Henry Witmer, of the city of Philadelphia, Peter Osborne of the borough of West Chester, in the county of Chester; James Given, Evan Greene, Frederick Hambright, George L. Mayer, Michael Musselman, Jacob Eshelman, Jacob Hoover, George Dissenbach, junior, Abraham Smith, David Shirk, junior, and Joseph S. Lafever, of the county of Lancaster, be and they are hereby appointed commissioners to do and perform the several things hereinafter mentioned, that is to say, they, or any three of them shall procure a sufficient number of suitable books, and in each of them enter as follows, viz: "We and each of us whose names are hereunto subscribed, do

promise to pay to the directors of the Strasburg rail-road company the sum of fifty dollars for every share of stock set opposite our respective names, and by us respectively subscribed, in such manner and proportions, and at such times and places as shall be determined and directed by the said directors, in pursuance of an act authorizing the Governor to incorporate the Strasburg rail-road company: Witness our hands the _____ day of _____

Anno Domini, eighteen hundred and thirty _____ :”
and shall thereupon give at least twenty days previous notice in four newspapers printed in the county of Lancaster, and in two of the daily papers printed in the city of Philadelphia, of the times when and the places where some one or more of the aforementioned commissioners will attend, and receive subscriptions from all persons of lawful age who shall offer to subscribe in said books, which shall be kept open for the purpose aforesaid at least six hours in every juridical day for the space of three days, or until there shall be subscribed in the said books eight hundred shares, and if at the expiration of three days the books aforesaid shall not have the number of shares aforesaid therein subscribed, then the said commissioners, at their discretion, may adjourn from time to time, and transfer the books elsewhere until the whole number of shares aforesaid shall be subscribed, of which adjournment and transfer the commissioners aforesaid shall give such public notice as the occasion may seem to require: but no subscription shall be valid unless the person so subscribing shall pay to the said commissioners at the time of making the same the sum of five dollars on each share for the use of the company.

Whole no. of shares 800.

\$5 to be paid down upon each share.

SECT. 2. *And be it further enacted by the authority aforesaid,* That if more than eight hundred shares shall be subscribed in the time specified in the first section, to the capital stock of the said company, the said commissioners, or a majority of them, shall reduce the subscription to eight hundred shares, by striking off from the largest number of shares in succession, until the subscription shall be reduced to eight hundred shares, or each of the subscription to one share, and if there shall be still an excess, then lots shall be drawn by the commissioners, to determine who shall be excluded.

Provision for equitable reduction in case of excess of subscription.

SECT. 3. *And be it further enacted by the authority aforesaid,* That when six hundred shares or more shall be actually subscribed, and five dollars on each share paid to said commissioners, the said commissioners, or a majority of them, shall certify the same under oath or affirmation, to the Governor of this Commonwealth, and on the receipt of such certificate, the Governor shall, by letters patent, under his hand and the seal of the commonwealth, create and erect the subscribers, and if the subscription be not full at

Upon certificate to Govr. of subscription of 600 shares charter may issue.

- the time, then those also who shall thereafter subscribe to the whole number of shares aforesaid into a body corporate and politic, in deed and in law, by the name, style and title of "the Strasburg rail-road company," and by the same name the subscribers shall have perpetual succession, and all the privileges, franchises and immunities incident to a corporation, may sue and be sued, implead and be impleaded in all courts of record and elsewhere, may purchase, receive, have hold and enjoy, to them and their successors and assigns, lands, tenements and hereditaments, goods, chattels and all estates, real, personal and mixed, of what kind or quality soever; and the same from time to time may sell, mortgage, grant, alien and dispose of, and make dividends of such portions of the profits as they may deem proper, and also may make and have a common seal, and the same alter or renew at pleasure, and generally may 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 and business of the same: *Provided*, That nothing herein contained shall be so considered and construed as giving to the said corporation any banking privileges, or any other liberties, privileges or franchises but such as may be necessary or incident to the making and maintaining the said rail-road, and to the conveyance of passengers, and the transportation of goods, merchandize and commodities thereon.
- SEC. 4.** *And be it further enacted by the authority aforesaid*, That for the management of the affairs of the said corporation seven directors shall be elected by ballot, annually, by the stockholders of the said company, the votes to be delivered in person or by proxy, duly authorized, which directors shall appoint one of their own number to be president, and shall respectively serve one year, or until other directors be elected, and shall have power to make such by-laws, rules, orders and regulations, not inconsistent with the constitution and laws of the United States and of this Commonwealth, as may be necessary for the well ordering of the affairs of the said company: *Provided*, That none but stockholders shall be eligible to be elected directors, and that at every such election, and in all other cases in which the stockholders shall be called upon to vote, each share of stock shall be entitled to one vote, and also that in all cases of elections for directors, the seven stockholders having the greatest number of votes shall be declared duly elected.
- SEC. 5.** *And be it further enacted by the authority aforesaid*, That no share of stock shall be entitled to a right of suffrage which shall not have been held three calendar months prior to the day of election, nor unless it shall be held by the person in whose name it appears absolutely and bona fide, in his own right or in that of his wife, or for his or
- Style of corporation.
- Immunities, restrictions, &c.
- Proviso.
Corporation confined to legitimate purposes.
- Annual election of officers.
7 directors.
- President, &c.
- Proviso.
Stockholders only to be directors.
- Each share to have one vote, &c.
- Of votes by persons holding transferred shares.

her sole use and benefit, or as executor or administrator, trustee or guardian, or in the right or for the use and benefit of some co-partnership, corporation or society of which he or she may be a member, and not in trust for the use and benefit of any other person, that no share or shares held by transfer shall be entitled to vote unless the same shall have been transferred at least three months before the election, and no share or shares shall be entitled to vote at any election, or at any general or special meeting of the said company on which any instalment or arrearages may have been due and payable more than twenty days previously to the said election or meeting, and that all votes by proxy shall be upon such terms and conditions as are prescribed by the act passed the twenty-eighth day of March in the year one thousand eight hundred and twenty, entitled "An act to regulate proxies:" *Provided*, That all proxies shall be dated within sixty days of the election at which the same shall be presented.

Votes by proxy.

Proviso.

SECT. 6. *And be it further enacted by the authority aforesaid*, That the aforesaid commissioners, or a majority of them, shall, as soon as practicable, after the said letters patent shall have been obtained, give at least fifteen days previous public notice in the newspapers hereinbefore mentioned of the time and place by them appointed for the subscribers or stockholders to meet for the purpose of electing seven directors, as provided for in the preceding sections, and that annually thereafter the said stockholders shall meet on the third Monday in January for the purpose of electing directors as aforesaid upon a like previous notice to be given by the directors for the time being, in such newspapers as they may deem advisable: *Provided*, That if from any cause such election shall not be held at the time specified therefor, the same may be held at any other time, on notice as aforesaid, that until such election be held the directors of the preceding year shall continue to act, and that this charter shall not be avoided by reason of the irregularity or want of such election: *And provided also*, That in case of any vacancy from death or resignation of any director, his place shall be filled by the board of directors.

Notice of provisional election.

Of the annual election.

Proviso.
For cases of omission, &c.

2d proviso.
Vacancies.

SECT. 7. *And be it further enacted by the authority aforesaid*, That the said directors shall meet at such times and places, and be convened in such manner as they may hereafter agree upon, four directors shall be a quorum for the transaction of business, who, in the absence of the president, may appoint a president pro tem: the said directors shall appoint a secretary, treasurer, and such engineers and other officers as they may find necessary, shall fix their compensation, and may demand adequate security for the performance of their respective trusts, they shall have full power to ascertain and decide the time, manner and propor-

General powers of the directors.

tions in which the stockholders shall pay the money due on their respective shares, and to forfeit to the use of the company the share or shares of every person failing to pay any instalment so required, to regulate tolls; to make such covenants, contracts and agreements with any person, co-partnership or body politic, whatsoever, as the execution and management of the works, and the convenience and interests of the company may require, and in general to superintend and direct all receipts, disbursements, and other affairs and proceedings of the company.

Of the certificates of stock.

SECT. 8. *And be it further enacted by the authority aforesaid,* That the directors first chosen as aforesaid shall issue a certificate to each stockholder for the number of shares he or she shall subscribe for or hold in the said corporation, signed by the president, countersigned by the treasurer, and sealed with their common seal, subject however to all the payments due and to grow due thereon, which stock shall be transferable in person or by attorney, executors, administrators, guardians or trustees, under such regulations as may be provided by the by-laws.

Annual statement of affairs.

SECT. 9. *And be it further enacted by the authority aforesaid,* That at each annual meeting of the stockholders the directors of the preceding year shall exhibit to them a complete statement of the affairs and proceedings of the company for such year, and that special meetings of the stockholders may be called by order of the directors, or by stockholders holding one fourth in amount of the capital stock, on like notice as that required for annual meetings, specifying moreover the object of the meeting, but no business shall be transacted at such special meeting, unless a majority in value of the stockholders shall attend, in person or by proxy.

Special meetings.

Points, location, &c. of rail-road.

SECT. 10. *And be it further enacted by the authority aforesaid,* That the said company be and they are hereby authorized, as soon as they conveniently can, to locate and construct a rail-road, of one or more tracks, from the public house of Jacob Hoover, in the borough of Strasburg, thence along the middle of the main street of said borough, to the eastern boundary thereof, and thence by the shortest and best route, to a convenient point on and connecting with the Pennsylvania rail-road, and to make, construct and erect such warehouses, toll houses, carriages, cars and all other works and appendages necessary for the convenience of the said company, in the use of the said rail road: *Provided,* That said rail road shall not form any unnecessary obstruction to the free use and passage of the main street of said borough: *And provided also,* That said company shall not demand or receive toll for carriages unavoidably passing upon any part of said road within the bounds of said borough, except those constructed for said rail-road: *And pro-*

Proviso. Not to obstruct street.

2d proviso. Of toll within the borough.

vided further, That the said road shall not be more than sixty feet wide, and shall not pass through any burying ground, nor place of public worship, nor any dwelling house, without the consent of the owners thereof nor shall it pass through any outbuildings of the value of three hundred dollars without such consent.

3d proviso.
Dimensions,
&c. of road.

SECT. 11. *And be it further enacted by the authority aforesaid,* That it shall and may be lawful for the said company, their officers, engineers and agents, to enter upon any lands for the purpose of exploring, surveying and locating the route of the said rail road, doing thereto no unnecessary damage, and when the said route shall be determined by the said company it shall be lawful for the said company, their agents, officers, engineers, contractors and servants, at any time, to enter upon, take possession of and use such land.

Right of entry
to survey,
locate, &c.

SECT. 12. *And be it further enacted by the authority aforesaid,* That when the said company cannot agree with the owner or owners of such required land for the purchase thereof, or where by reason of legal incapacity or absence of any such owner or owners, no such agreement or purchase can be made, the court of Common Pleas for the proper county, on application thereto by or on behalf of either party, and at the costs and charges of said company, shall nominate and appoint twelve discreet and disinterested persons of the said county, and shall issue a precept to the sheriff of the said county to summon the said twelve persons to meet on the land so required, at a day to be expressed in the warrant, not less than ten nor more than twenty days thereafter, and the sheriff upon receiving the said warrant, shall forthwith summon the said twelve persons, and shall give at least eight days notice to the respective parties, and the said sheriff shall attend at the time and place named in the warrant, and when nine or more of the said persons shall have appeared, shall administer to each of them an oath or affirmation "that he will faithfully, justly and impartially value the land occupied or required for such rail-road or other works, and all damages which the owner or owners shall sustain or may have sustained by reason of the construction of the said rail-road, and other works, taking into consideration the advantages as well as disadvantages arising from the construction of such rail-road and other works, to the said owners, according to the best of his skill and judgment;" whereupon the said persons shall proceed to view the land so required, and to hear the evidence of the respective parties, and their verdict, signed by the sheriff and at least seven of the jury, shall be returned by the sheriff within five days thereafter to the prothonotary of the said county, who shall file the same, and said sheriff and persons shall be entitled to the like fees for their

Arrangement
for the assess-
ment of da-
mages.

Appointment
of viewers.

Their oaths,
&c.

Verdict to be
filed.
Fees.

Proviso.
In case of
prior tender
co. to be ex-
empt from
costs.

respective services as are allowed to the execution of an order issued by the Orphans' court for the valuation of lands of an intestate under the intestate laws of this Commonwealth: *Provided*, That if the proper officer of said company at any time before application made to the court of Common Pleas in the manner hereinbefore directed, by any person having sustained damage by reason of the construction of said rail-road, shall tender to such person a sum of money in full compensation of his damages, said company shall not be liable for costs on any subsequent proceedings, unless such person shall recover a verdict more favorable than the previous tender of said company.

Appeal from
decision with-
in 20 days.

SECT. 13. *And be it further enacted by the authority aforesaid*, That either party shall be at liberty to make exceptions to any verdict rendered according to the provisions of the preceding section within twenty days after the same shall be returned and filed by the prothonotary, as aforesaid, which exceptions shall be heard by the court of Common Pleas of the proper county, who may either affirm or set aside the same, as shall be lawful and right, and if no such exceptions be filed within twenty days, or if any verdict be affirmed, then the verdict shall stand as a judgment against the party against whom it is given, but if any such verdict be set aside by the court, a new precept shall issue to the sheriff in the manner before specified: *Provided*, That upon the subsequent proceedings if the party excepting does not recover a verdict more favorable than the verdict so excepted to and set aside, such party shall pay all costs of such subsequent proceedings.

Proviso.
Liability to
costs of ap-
peal.

Erection of
public and
private passa-
ges or cause-
ways.

SECT. 14. *And be it further enacted by the authority aforesaid*, That it shall be the duty of said company to construct and keep in repair good and sufficient passages across the said rail-road, where any public roads shall intersect and cross the same, so that the passage of carriages, horses, persons and cattle along the said roads shall not be obstructed, and also when the said rail-road shall intersect any farm, to provide and keep in repair a suitable passage for the use of said farm; and if the said company shall refuse or neglect to make such passage or passages, or when made to keep the same in good repair, they shall be liable to pay a penalty of ten dollars for every day the same shall be neglected or refused to be made or repaired, to be recovered by the supervisor of the township, with costs, for the use of the township, as debts of like amount are by law recoverable, and shall moreover be liable to an action or actions, at the suit of any person who may be aggrieved thereby, and the service of process upon any officer or agent of said company shall be as good and available in law as if served upon the president thereof: *Provided*, That the owners of land through

Penalty on
neglect.

Proviso.

which said rail-road passes shall not be prevented from constructing crossing places over said rail-road, but to be such as are usually made by the company. Erection of causeways by landholders.

SECT. 15. *And be it further enacted by the authority aforesaid,* That on the completion of the said rail-road, the same shall be esteemed a public highway for the conveyance of passengers and transportation of merchandize and commodities, under such regulations as shall be prescribed by the directors, and it shall and may be lawful for the said company to demand and receive such sum or sums of money for tolls of persons and property as they shall from time to time think reasonable: *Provided,* That the tolls on any species of property shall not exceed eight cents per ton per mile, nor upon passengers more than four cents each per mile. Road to be a highway. Rates of toll. Not to exceed certain limit.

SECT. 16. *And be it further enacted by the authority aforesaid,* That if any owner or driver of any car, carriage, wagon or conveyance upon the said rail-road shall pass by any place appointed for receiving tolls without making payment thereof, with intent to defraud the said company, he, she or they so offending shall forfeit and pay for every such offence, for the use of said company the sum of twenty dollars, to be sued for and recovered by action of debt before any justice of the peace, in like manner and subject to the same rules and regulations as debts under one hundred dollars may be sued for and recovered, together with costs of suit. Penalty on car drivers passing toll houses without paying.

SECT. 17. *And be it further enacted by the authority aforesaid,* That dividends of so much of the profits of the company as shall appear advisable to the directors, shall be declared at least twice a year, and paid to the stockholders, or their legal representatives, on demand, at any time after the expiration of ten days therefrom, but they shall in no case exceed the amount of nett profits actually acquired by the company, so that the capital stock shall never be thereby impaired, and if the said directors shall make any dividends which shall impair the capital stock of the said company, those of them consenting thereto shall be liable in their individual capacities to the said company for the amount of the stock so divided, and each director present when such dividend shall be made, shall be adjudged to be consenting thereto, unless he forthwith enter his protest on the minutes of the board, and give public notice thereof to the stockholders at the declaring such dividend. Semi-annual declaration of dividends. Liability of directors for improper declaration.

SECT. 18. *And be it further enacted by the authority aforesaid,* That no suit or action shall be brought or prosecuted by any person or persons for any penalties incurred under this act, unless such suit or action shall be commenced within one year next after the offence shall have been committed, or the cause of action shall have accrued, and the defendant or defendants in such suit or action may plead the gene- Suits for penalties must be commenced within one year.

ral issue, and give this act and the special matter in evidence; and (that) the same was done, in pursuance and by authority of this act.

Penalty on wilful injury to works of company.

SECT. 19. *And be it further enacted by the authority aforesaid,* That if any person or persons shall wilfully and knowingly break, injure or destroy the rail-road, or any part thereof, or any work, edifice or device, or any part thereof, to be erected by the said company in pursuance of this act, or shall in any manner obstruct the free passage along the said rail-road, he, she or they shall forfeit and pay to the said company three times the actual damage thereby sustained, to be sued for and recovered, with costs of suit, in any court having cognizance thereof, by action of debt, in the name and for the use of the company, and shall also be subject to indictment in the court of Quarter Sessions of the proper county; and upon conviction of such offence, shall be punished by fine and imprisonment at the discretion of the said court.

Liability of offenders to fine and imprisonment.

Time of commencement and completion, &c.

SECT. 20. *And be it further enacted by the authority aforesaid,* That if the said company shall not commence the construction of said rail-road within the term of two years from the passage of this act, or within one year from the completion of the Philadelphia and Columbia rail road or if said company shall not complete their rail-road within the term of four years from its actual commencement, or if after the completion of the said rail road, said corporation shall suffer the same to go to decay, and be impassable for the term of two years; then this charter shall be null and void, except so far as compels said company to make reparation for damages.

Of the increase of capital stock.

SECT. 21. *And be it further enacted by the authority aforesaid,* That if any increase of the capital stock be deemed necessary by the stockholders, to complete the said rail-road, or to lay another track, it may be lawful for the said president, managers and company, at a stated or special meeting, convened for the purpose, to increase the number of shares so that they shall not in the whole exceed twelve hundred, and to receive and demand the monies for shares so subscribed, in like manner and under like penalties as are hereinbefore provided for the original subscription, or shall be provided for by their by laws.

Reservation by Legislature of right to repeal.

SECT. 22. *And be it further enacted by the authority aforesaid,* That if at any time said company shall misuse or abuse any of the privileges hereby granted, the legislature may resume, all and singular, the rights and privileges hereby granted to said company; and the legislature reserves the right to reduce and regulate the tolls hereby authorized, if at any time the profits of the company shall exceed twelve per cent.

SECT. 23. *And be it further enacted by the authority aforesaid,* That Thomas Biddle, Archibald M'Intyre and Simon Gratz of the city of Philadelphia, Joseph B. Anthony, William G. Carpenter, Andrew D. Hepburn, William A. Petriken, William Wilson, John K. Hays William Brindle of Lycoming county, Ezra Long, Burton Strait and George Kress of Bradford county, John Beecher and Eli M'Nitt of Tioga county, be, and they are hereby appointed commissioners to do and perform the several things hereinafter mentioned, that is to say, they or any three of them, shall procure a sufficient number of suitable books, and in each of them enter as follows, viz: "We and each of us whose names are hereunto subscribed, do promise to pay to the directors of the Williamsport and Elmira rail-road company, the sum of fifty dollars for every share of stock set opposite to our respective names, and by us respectively subscribed in such manner and proportions, and at such times and places as shall be determined and directed by the said directors. in pursuance of an act authorizing the incorporation of the Williamsport and Elmira rail-road company," witness our hands, the day of in the year of our Lord, one thousand eight hundred and thirty " and shall thereupon give notice in one or more newspapers printed in the counties of Lycoming, Tioga and Bradford, and also in at least one daily newspaper printed in the cities of New York and Philadelphia, not less than three weeks of the times and places when and where the said books shall be kept open to receive subscriptions for the stock of the said company, at which respective times and places, one or more of the commissioners shall attend, and permit all persons of lawful age, who shall offer to subscribe in the said books in their own name, or the name of any other person who shall authorize the same, for any number of shares in the said stock, and the said books shall be kept open respectively for the purpose aforesaid, at least six hours in every juridical day for the space of six days; or until there shall have been subscribed five thousand shares; and if at the expiration of six days, the books aforesaid shall not have the number of shares aforesaid therein subscribed, the said commissioners may adjourn from time to time, and transfer the book or books elsewhere, until the whole number of five thousand shares shall be subscribed, of which adjournment and transfer, the commissioners aforesaid shall give such public notice as the occasion may require; and when the whole number of shares shall be subscribed, the books shall be closed.

Williamsport and Elmira rail-road co. Comrs. appointed to open books.

Form of heading to subscription.

Shares \$50.

Manner of proceeding in receiving subscriptions.

Whole no. of shares 5000.

SECT. 24. *And be it further enacted by the authority aforesaid,* That when two thousand five hundred shares, or more of the said stock, shall be actually subscribed, and five dollars on each share paid to said commissioners, they, or a majority of them, may certify to the Governor, under their hands and

Upon sub-
scription of
2500 shares
and payment
of \$3 upon
each, Govern-
or may issue
letters patent.

Style of cor-
poration.

Privileges and
liabilities.

Provido.
Operations of
co. confined
to its legiti-
mate object.

Organization
of association.

Officers.

seals, the names of the subscribers, and the number of shares subscribed by each; whereupon, the Governor shall, by letters patent, under his hand and the seal of the commonwealth, create and erect the subscribers; and if the subscription be not full at the time; then also those who shall thereafter subscribe to the whole number of shares aforesaid, into a body politic and corporate, in deed and in law, by the name, style and title of the "Williamsport and Elmira railroad company;" and by the same name the subscribers shall have perpetual succession, and all the privileges and franchises incident to a corporation, and shall be capable of taking and holding their capital stock, and the increase and profits thereof; and of enlarging the same from time to time by new subscriptions, in such manner and form as they shall think proper, if such enlargement shall be found necessary to fulfil the intentions of this act, and of purchasing, taking and holding, to their and their successors and assigns, in fee simple or for any less estate, all such lands, tenements, hereditaments and estate, real and personal; as shall be necessary to them in the prosecution of their works, and of suing and being sued, and of doing all and every other matter and thing which a corporation or body politic may lawfully do: *Provided*, That nothing herein contained, shall be so considered and construed as giving to the said corporation any banking privileges; or any other liberties, privileges or franchises, but such as may be necessary or incident to the making and maintaining the said rail-road.

SECT. 25. *And be it further enacted by the authority aforesaid*, That the said named persons, or a majority of them, shall, as soon as conveniently may be, after the said letters patent shall be obtained, give at least twenty days previous notice, in the newspapers hereinbefore mentioned; of the time and place by them appointed, for the subscribers to meet, in order to organize said company, and to choose by a majority of votes of the said subscribers, by ballot, to be given in person or by proxy, which proxy shall have been obtained and bear date within three months previously to the election at which such proxy shall be presented, duly authorized, one president and eight managers, a majority of whom shall be residents of this commonwealth, a treasurer and secretary, and such other officers as shall be deemed necessary: that the president and managers aforesaid, shall conduct the business of said company until the first Monday in May, then next, and until like officers shall be chosen, and may make such by-laws, rules, orders and regulations, as are not inconsistent with the constitution of the United States or of this state, and that may be necessary for the well governing the affairs of the company.

SECT. 26. *And be it further enacted by the authority aforesaid*, That the stockholders shall meet on the first Monday

of May in every year, at such place as may be fixed upon by the by-laws, of which notice shall be given at least twenty days, by the secretary, in the newspapers before mentioned, and choose by a majority of votes present, their officers for the ensuing year, as mentioned in this act, who shall continue in office for one year, and until others are chosen, and at such other times as they may be summoned by the managers, in such manner and form as shall be prescribed by the by-laws; at which annual or special meeting, they shall have full power and authority to make, alter or repeal, by a majority of the votes, in manner aforesaid, all such by-laws, rules, orders and regulations as aforesaid, and to do and perform every other corporate act; and the number of votes to which each stockholder shall be entitled, shall be according to the number of shares he or she shall hold, in the proportions following, that is to say: for each share not exceeding two shares, one vote; for every two shares above two, and not exceeding ten shares, one vote; for every four shares above ten and not exceeding thirty, one vote; for every ten shares above thirty and not exceeding one hundred, one vote; but no share or number of shares above one hundred, shall confer any additional right of voting, and no share shall confer a right of suffrage, which shall not have been holden three calendar months prior to the day of election, nor unless it be holden by the person in whose name it appears, absolutely and bona fide, in his own right or in that of his wife, or for his or her sole use and benefit, or as executor or administrator, trustee or guardian, or in the right and for the use and benefit of some co-partnership corporation or society of which he or she may be a member, and not in trust for and to the use and benefit of any other person: *Provided*, That no shares held by transfer shall be entitled to vote, unless the same shall have been transferred at least three months before the election; and all votes by proxy, shall be on such terms and conditions as are prescribed by the act passed on the twenty-eighth day of March, in the year one thousand eight hundred and twenty, entitled "An act to regulate proxies."

SECT. 27. *And be it further enacted by the authority aforesaid*, That the election of officers provided for by this act, shall be conducted in the following manner, that is to say: the managers for the time being, shall appoint two of the stockholders, not being managers, to be judges of the said election, and to conduct the same, after having severally taken and subscribed an oath or affirmation, before an alderman or justice of the peace, well and truly, and according to law, to conduct such election, to the best of their knowledge and abilities, and the said judges shall decide upon the qualifications of the voters, and when the election is closed, shall count the votes, and declare who has been elected, and

Annual election.

Special meetings.

Ratio of votes to shares.

Votes on transferred shares.

Proviso. Votes by proxy.

Manner of conducting election.

if it shall at any time happen, that an election of president, managers, treasurer, secretary or other officers, shall not be made, the corporation shall not for that cause be deemed to be dissolved, but it shall be lawful to hold and make such election of president, managers, treasurer, secretary or other officers, on the same day, or on any other day thereafter, by giving at least ten days notice, signed by the president or secretary, in the newspapers before mentioned, of the time and place of holding said election, and they are hereby required so to do, at least once in every twenty days, till the requisite officers are chosen, and the president, managers, treasurer, secretary, and other officers of the preceding year, shall in that case continue to act, and be invested with all powers belonging to their respective situations, until an election shall take place: in the case of death, resignation, or removal from the state of any president, manager, treasurer, secretary or other officer, his place shall be filled by the board of managers, until the next annual election.

Vacancies
how filled.

General powers and duties
of the president and managers.

SECT. 28. *And be it further enacted by the authority aforesaid,* That the president and managers shall meet at such times and places as shall be found most convenient for the transacting of their business, and when met, seven shall be a quorum, who, in the absence of the president, may choose a chairman, and shall keep minutes of their transactions, fairly entered in a book, and a quorum being formed, they shall have full power and authority to appoint all such surveyors, engineers, superintendents and other artists and officers, as they shall deem necessary to carry on the intended work, and to fix their salaries and wages, to ascertain the times, manner, and proportions in which the said stockholders shall pay the monies due on their respective shares, to draw orders on the treasurer for monies, which orders shall be signed by the president, or in his absence, by a majority of the managers present, and countersigned by the secretary, and generally, to do all such other acts, matters and things, as by this act and by the by laws and regulations of the company, they are authorized to do.

Certificates of
stock.

Made of
transfer.

SECT. 29. *And be it further enacted by the authority aforesaid,* That the president and managers first chosen shall procure certificates or evidence of stock for all the shares of the said company and shall deliver one such certificate, signed by the president and countersigned by the treasurer, and sealed with the common seal of the said corporation, to each person for such share or shares by him subscribed and held, which certificate or evidence of stock shall be transferable at his pleasure, in person or by attorney, duly authorized, in the presence of the president or treasurer, each of whom shall keep a book for that purpose, subject however to all payments due or to become due thereon, and the assignee holding any certificate, having first caused the

assignment to be entered in a book of the company to be kept for the transfer of stock, shall be a member of the said corporation, and for every certificate assigned to him as aforesaid, shall be entitled to a share or shares, as is therein mentioned, of the capital stock, of all the estates and emoluments of the company, incident to such share or shares, and to vote as aforesaid at the meetings thereof, and subject to all penalties and forfeitures, and of being sued for all the balance and penalty due or to become due on each share, as the original subscriber would have been.

SECT. 30. *And be it further enacted by the authority aforesaid,* That if after thirty days notice in the public papers aforesaid of the time and place appointed for the payment of any proportion or instalment of the said capital stock, in order to carry on the work, any stockholder shall neglect to pay such proportion or instalment, at the place appointed, for the space of thirty days after the time so appointed, every such stockholder or his assignee, shall, in addition to the instalment so called for, pay at the rate of two per centum per month for the delay of such payment, and if the same and additional penalty shall remain unpaid for such space of time as that the accumulated penalties shall become equal to the sums before paid in part and on account of such shares, the same shall be forfeited to the said company, and may be sold to any person or persons willing to purchase, for such price as can be obtained for the same, or in default of payment by any stockholder of any such instalment, as aforesaid, the president and managers may, at their election, cause suit to be brought, before an alderman or justice of the peace, or in any court having competent jurisdiction for the recovery of the same, together with the penalty aforesaid: *Provided,* That no stockholder, whether original subscriber or assignee, shall be entitled to vote at any election, or at any general or special meeting of the said company, on whose share or shares any instalment or arrearages may be due and payable (for) more than thirty days previously to the said election or meeting.

Penalty on neglect to pay instalments.

Shares may be forfeited.

Or penalty, &c. recovered.

Proviso. Delinquents not to vote.

SECT. 31. *And be it further enacted by the authority aforesaid,* That the president and managers of the said company shall demand and require of and from the treasurer and all and every other the officers and other persons by them employed, bond in sufficient penalties and with such securities as they shall by their rules, orders and regulations require, for the faithful discharge of the several duties and trusts to them or any of them respectively committed.

Bonds of treasurer and other officers.

SECT. 32. *And be it further enacted by the authority aforesaid,* That dividends of so much of the profits of the institution as shall appear advisable to the managers shall be declared at least twice a year in every year, and paid to the stockholders, on demand, at any time after the expiration of

Semi-annual declaration of dividends.

ten days therefrom; but they shall in no case exceed the amount of nett profits actually acquired by the company, so that the capital stock shall never be thereby impaired; if the managers shall make any dividend which shall impair the capital stock of said institution, the managers consenting thereto shall be liable, in their individual capacities, to said company for the amount of the stock so divided, and each manager present when such dividend is made, shall be adjudged to be consenting thereto, unless he forthwith enter his protest on the minutes of the board, and give public notice to stockholders at the declaring of such dividend: *Provided*, No dividend shall exceed twelve per cent. per annum.

Managers
liable for im-
proper decla-
ration.

Proviso.
Not to exceed
12 per cent.

Location of
rail-road.

Width.
Prohibited
passing thro'
certain places
without con-
sent.

Draught of
road to be
filed in Secre-
tary's office.

Right of entry
upon lands.

Authority to
erect works,
purchase, &c.

SECT. 33. *And be it further enacted by the authority aforesaid*, That the president, directors and company of the said rail road company, shall have power to survey, lay down, ascertain, mark and fix such route as they shall deem expedient, for said rail road, beginning at Williamsport, in the county of Lycoming, thence by way of Lycoming creek to the northern line of Pennsylvania, in the direction of Elmira, in the state of New York, having due regard to the situation and nature of the ground and of the buildings thereon, the public convenience and the interest of the stockholders, and so as to do the least damage to private property, and the said rail road shall not be more than five rods wide, and shall not pass through any burying ground nor place of public worship, or any dwelling house, without the consent of the owner or owners thereof, nor shall it pass through any out building of the value of five hundred dollars, without such consent, and the said president, directors and company shall, within six months after ascertaining the route of the said rail-road, cause an accurate survey of the lines of the said rail-road to be made, a map or plot of which survey they shall cause to be filed in the Secretary's office of this state, which map or plot, or a certified copy thereof, shall be sufficient evidence of the course of the said road, which may then be opened, and all the expenses incurred thereby, shall be defrayed by said company.

SECT. 34. *And be it further enacted by the authority aforesaid*, That it shall be lawful for the said president, directors and company, and their agents, and all persons employed by or under them, for the purpose contemplated in this act, to enter upon any land which they shall deem necessary for laying out said road.

SECT. 35. *And be it further enacted by the authority aforesaid*, That it shall and may be lawful for the company hereby incorporated, to make, erect and establish a rail-road, on the route laid out as aforesaid, and they are also hereby empowered to erect, make and establish all works, edifices and devices to such rail-road, as may by the said company be deemed expedient for the purpose of carrying into effect

the objects of their incorporation, and also to contract or agree with the owner or owners, for the purchase of any lands or tenements which may be necessary for the purpose of erecting the said rail-road.

SECT. 36. *And be it further enacted by the authority aforesaid,* That whenever it shall be necessary for the said president, directors and company, to enter in and upon, and occupy, for the purpose of making said rail road, any land upon which the same may be located: if the owner or owners of the said land shall refuse to permit such entry and occupation, and the parties cannot agree on the compensation to be made for any injury, or supposed injury, that may be done to said land by such entry and occupation, it shall and may be lawful for the parties to appoint six suitable and disinterested persons to estimate such damages, who shall be under oath or affirmation, fairly and impartially to estimate the same, and shall reside within the proper county where the land lies, and the expenses incurred by the said appraisers, shall be defrayed by the said rail-road company, but if the parties cannot agree upon such persons, or if the parties so chosen shall not decide upon the matter, or if the owner of such land shall refuse or neglect to join in such appointment within twenty days after the requisition for that purpose upon him, or if such owner shall be a feme covert, under age, non compos mentis, out of the state, or unknown, then it shall be lawful for the court of Common Pleas of the county in which the land lies, on application of either party, and at the cost and charges of said corporation, to appoint six disinterested men of said county, to view, examine and survey the said lands, tenements or hereditaments, and estimate the injury or damage, if any, that in their apprehension will be sustained as aforesaid, by reason of said rail-road, and report the same under their oaths or affirmations, to the said court, which report being confirmed by the said court judgment, shall be entered thereon, and the viewers shall be entitled to the like fees for their services, as are allowed by law to viewers of public roads and highways, to be paid by said company, and it shall be the duty of the said appraisers, in estimating such injury or damage, to take into consideration the advantages that will be derived to the owner or owners of the said lands from the said rail road: *Provided,* That either party may appeal to the court within thirty days after such report may have been filed in the prothonotary's office of the proper county, in the same manner as appeals are allowed by the provisions of the arbitration act of the year eighteen hundred and ten, and upon the coming in of such report and the confirmation thereof, or upon final judgment or appeal therefrom, and the said company paying to such owners the sum in such report or judgment specified, they, and all who act under them, shall be

Arrangement
for the assess-
ment of da-
mages.

Appointment
of viewers.

Report and
confirmation.

Fees.

Proviso.
Appeal from
award.

2d proviso.
Upon tender
of award co.
need not await
issue of ap-
peal.

acquitted and freed from all responsibility for, and on account of such injury: *Provided*, Upon payment or tender of payment by the said company, of the sum specified in the report of said viewers or appraisers, to the owner of said land, the president and managers of said company, their agents or contractors, for making or repairing the said road, may immediately take and use the same without awaiting the issue of proceedings, as hereinbefore prescribed.

Rail-road not
to obstruct
other roads.

SECT. 37. *And be it further enacted by the authority aforesaid*, That the said rail-road shall be so constructed by the said company, as not to obstruct or impede the free use and passage of any public road or roads which may cross or enter at the same, being now laid out or hereafter to be laid out; and in all places where the said rail-road may cross, or in any way interfere with any public road, it shall be the duty of the said company to make, or cause to be made, a good and sufficient causeway or causeways, bridge or bridges, to enable all persons passing or travelling such public road to cross and pass over or under the said railway, which causeway or causeways, bridge or bridges, shall be made and maintained by the said company; and if the said company shall refuse or neglect to make such causeway or causeways, or when made to keep the same in good repair, they shall be liable to pay a penalty of ten dollars for every day the same shall be neglected, or refused to be made or repaired, after having been duly notified thereof, to be recovered by the supervisor of the township, with costs, for the use of the township, as debts of like amount are by law recoverable, and shall, moreover, be liable to an action or actions, at the suit of any person who may be aggrieved thereby; and the service of process upon any officer or agent of said company, shall be as good and available in law, as if served upon the president thereof.

Public cause-
ways to be
erected.

Penalty on
neglect.

Service of
process.

Private cause-
ways to be
erected.

SECT. 38. *And be it further enacted by the authority aforesaid*, That for the accommodation of all persons owning or possessing land through which the said rail-road may or shall pass, and to prevent inconveniences to such persons in crossing or passing the same, it shall be (the) duty of said company, when required, to make or cause to be made a good and sufficient causeway or causeways, bridge or bridges, wherever the same may be necessary, to enable the occupant or occupants of said lands to cross or pass over or under the same, with wagons, carts, and implements of husbandry, as the occasion may require: *Provided*, That the said company shall in no case be required to make, or cause to be made, more than one such causeway or bridge through each plantation or lot of land, for the accommodation of any one person owning or possessing land through which the said rail-road may or shall pass; and where

Proviso.
But one to
each owner
and none
where a pub-
lic road
crosses.

any public road shall cross the said rail-road, the person owning or possessing land through which the said rail-road shall pass, shall not be entitled to make such requisition on said company; and the said causeway or causeways, bridge or bridges, when so made, shall be maintained and kept in repair by said company; and if said company shall refuse or neglect to make such causeway or causeways, or when made to keep the same in good repair, when duly notified thereof, the said company shall be liable to pay any person aggrieved thereby all damages sustained by such person, in consequence of said refusal or neglect, to be sued for and recovered before any magistrate or any court having cognizance thereof; and the service of process upon any officer or agent of said company, shall be as good and as available in law, as if served upon the president thereof: *Provided*, That the owners of land through which said rail-road passes, shall not be prevented from constructing crossing places over said rail-road, but to be such as are usually made by the company.

Penalty on neglect, &c.

Proviso. Owners of land may erect causeways.

SECT. 39. *And be it further enacted by the authority aforesaid*, That no suit or action shall be brought or prosecuted by any person or persons, for penalties incurred under this act, unless said suit or action shall be commenced within twelve months next after the offence shall have been committed, or the cause of action shall have accrued; and the defendant or defendants in such suit or action, may plead the general issue, and give this act and the special matter in evidence, and that the same was done in pursuance and by authority of this act.

Suits for penalties must be commenced within 12 months from time of offence.

SECT. 40. *And be it further enacted by the authority aforesaid*, That the said company shall not prevent any person or persons, being the owner or owners of land bordering on said rail road, or adjacent thereto, from making such lateral rail-roads, and to connect them with said rail-road from their said lands, as the said person or persons may conceive necessary.

Connection of lateral rail-roads.

SECT. 41. *And be it further enacted by the authority aforesaid*, That on the completion of the said rail-road the said company may charge and receive tolls and for freight in, and for the transportation of goods, wares and merchandize, and for the conveyance of passengers, at the following rates, that is to say: on each ton of produce, minerals or other commodities, not enumerated below, two cents per mile; for boards, plank, scantling, or other sawed stuff, reduced to inch measure, two cents per one thousand feet; and for shingles, two cents on each fifteen hundred thereof; and all fractions not less than half a ton shall be considered a ton, and on empty cars or those carrying less than half a ton, one cent each; on all passengers, excepting only such as are necessarily engaged in conducting the cars, two cents each per mile; but no person or persons shall ride, lead, drive or pass along said rail-way, any horse or horses, cattle, or any animal of what

Rates of toll allowed to be charged.

kind soever, nor place any car or other carriage thereon, without a permit or license first had and obtained from said company, subject to such rules and regulations as shall from time to time be established by the said company to govern the use of said rail-road: *Provided*, That on the completion of one track of a section of five miles of said rail-road, the said company shall be at liberty to charge and receive tolls according to the rates aforesaid: *And provided also*, That all persons using the said road, shall only use those cars, wagons and conveyances, which shall be adapted thereto, which said cars, wagons and conveyances, to be used thereon for the transportation of persons or commodities, shall be prescribed by the said company: *And provided further*, That whenever the nett proceeds shall exceed twelve per cent. on the capital expended, they shall be so reduced as not to exceed that amount.

Proviso.
Commencement upon five miles.

2d proviso.
All cars to be adapted to road.

3d proviso.
Reduction of toll.

Penalty, &c.
on conviction of wilful injury to works of company.

SECT. 42. *And be it further enacted by the authority aforesaid*, That if any person or persons shall wilfully and knowingly break, injure or destroy the rail-road, or any part thereof, or any work, edifice or device, or any part thereof, to be erected by the said company, in pursuance of this act, he, she or they shall forfeit and pay to the said company, the actual damages so sustained, to be sued for and recovered with costs of suit, in any court having cognizance thereof, by action of debt, in the name and for the use of said company, and shall also be subject to indictment in the court of Quarter Sessions of the proper county; and upon conviction of such offence, shall be punished by fines and imprisonment, at the discretion of the court.

Time allowed to commence and complete work, &c.

SECT. 43. *And be it further enacted by the authority aforesaid*, That if the president, managers and company, shall not proceed to carry on said work within five years from the passage of this act, and shall not complete the same as aforesaid in ten years, according to the true intent and meaning of this act, or if, after the completion of the said rail-road, the said corporation shall suffer the same to go to decay and be impassable for the term of two years, then this charter shall become null and void, except so far as compels said company to make reparation for damages.

Of the increase of capital stock.

SECT. 44. *And be it further enacted by the authority aforesaid*, That if any increase of the capital stock be deemed necessary by the stockholders to complete the said rail-road, it may be lawful for the said president, managers and company, at a stated or special meeting convened for the purpose, to increase the number of shares so that they shall not exceed in the whole ten thousand, and to receive and demand the moneys for shares so subscribed, in like manner and under like penalties as are hereinbefore provided for the original subscription, or as shall be provided for by their by-laws.

SECT. 45. *And be it further enacted by the authority aforesaid,* That if said company shall at any time misuse or abuse any of the privileges hereby granted, the legislature may resume all and singular the rights and privileges hereby granted to said company.

Right to repeal.

SECT. 46. *And be it further enacted by the authority aforesaid,* That Nathan Bunker Thomas Lattimer and George Troutman, of the city of Philadelphia, Jacob Grosh, James Mehaffy, Frederick Hambright, Henry Haldeman, William Noble, David Reinhart, John Roberts, Edward Grubb, Christian Hertzler and Samuel Houston, of the county of Lancaster, be and they are hereby appointed commissioners to do and perform the several things hereinafter mentioned, that is to say, they or any three of them shall procure a sufficient number of suitable books, and in each of (them) enter as follows, viz: "We and each of us whose names are hereunto subscribed, do promise to pay to the directors of the Marietta rail-road company, the sum of fifty dollars for every share of stock set opposite our respective names, and by us respectively subscribed, in such manner and proportions, and at such times and places as shall be determined and directed by the said directors, in pursuance of an act authorizing the Governor to incorporate a company for making a rail-road from Decatur street, in the borough of Marietta, Lancaster county, to intersect the Columbia and Philadelphia rail-road: Witness our hands the day of

Marietta rail-road co. Stock commissioners.

Form of subscription. Shares \$50.

Anno Domini one thousand eight hundred and thirty ;" and shall thereupon give at least twenty days previous public notice in four newspapers printed in the county of Lancaster, and in two of the daily papers printed in the city of Philadelphia, of the times when and places where some one or more of the aforesaid commissioners will attend and receive subscriptions from all persons of lawful age who shall offer to subscribe in said books, which shall be kept open for the purpose aforesaid, at least six hours in every juridical day, for the space of three days, or until there shall be subscribed in the said books two thousand shares, and if at the expiration of three days the books aforesaid shall not have the number of shares aforesaid therein subscribed, then the said commissioners, at their discretion, may adjourn, from time to time, and transfer the books elsewhere, until the whole number of shares aforesaid shall be subscribed, of which adjournment and transfer the commissioners aforesaid shall give such public notice as the occasion may to them seem to require; but no subscription shall be valid unless the person so subscribing shall pay to the said commissioners, at the time of making the same, the sum of five dollars on each share, for the use of the company.

Duties of commissioners.

Whole no. of shares 2000.

SECT. 47. *And be it further enacted by the authority aforesaid,* That if more than two thousand shares shall be subscribed in the time specified in the forty-sixth section to the capital stock of the said company, the said commissioners, or a majority of them, shall reduce the subscription to two thousand shares, by striking off from the largest number of shares in succession until the subscriptions shall be reduced to one thousand shares, or each of the subscriptions to one share, and if there shall be still an excess then lots shall be drawn by the commissioners, to determine who shall be excluded.

Mode of reducing subscriptions in case of excess.
Upon subscription of 1000 shares, and pay't of \$5 upon each share, charter may be granted.

Corporate style.

Immunities and liabilities.

Proviso.
Not to have banking privileges, &c.

Annual election of officers.

SECT. 48. *And be it further enacted by the authority aforesaid,* That when one thousand shares or more shall be actually subscribed, and five dollars on each share paid to said commissioners, the said commissioners, or a majority of them, shall certify the same, under oath or affirmation, to the Governor of this Commonwealth, and on the receipt of such certificate the Governor shall, by letters patent, under his hand and the seal of the Commonwealth, create and erect the subscribers, and if the subscription be not full at the time, then those also who shall thereafter subscribe to the whole number of shares aforesaid into a body corporate and politic, in deed and in law, by the name, style and title of "the Marietta rail-road company," and by the same name the subscribers shall have perpetual succession, and all the privileges, franchises and immunities incident to a corporation, may sue and be sued, implead and be impleaded, in all courts of record, and elsewhere, may purchase, receive, have, hold and enjoy to them and their successors and assigns, lands, tenements and hereditaments, goods, chattels and all estates, real, personal and mixed, of what kind or quality soever, and the same from time to time may sell, mortgage, grant, alien and dispose of, and make dividends of such portions of the profits as they may deem proper, and also may make and have a common seal, and the same may alter or renew at pleasure, and generally may 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 and business of the same: *Provided,* That nothing herein contained shall be so considered and construed, as giving to the said corporation any banking privileges, or any other liberties, privileges or franchises, but such as may be necessary or incident to the making and maintaining the said rail road, and to the conveyance of passengers, and the transportation of goods, merchandize and commodities thereon.

SECT. 49. *And be it further enacted by the authority aforesaid,* That for the management of the affairs of the said corporation, seven directors shall be elected by ballot annually, by the stockholders of the said company, the votes

to be delivered in person or by proxy, duly authorized, which directors shall appoint one of their own number to be president, and shall respectively serve one year, or until other directors be elected, and shall have power to make such by-laws, rules, orders and regulations, not inconsistent with the constitution and laws of the United States and of this commonwealth, as may be necessary for the well ordering of the affairs of the said company: *Provided*, That none but stockholders shall be eligible to be elected directors, and that at every such election, and in all other cases in which the stockholders shall be called upon to vote, each share of stock shall be entitled to one vote, and also, that in all cases of elections for directors, the seven stockholders having the greatest number of votes, shall be declared duly elected.

Proviso.
Each share to have one vote, &c.

SECT. 50. *And be it further enacted by the authority aforesaid*, That no share of stock shall be entitled to a right of suffrage, which shall not have been held three calendar months prior to the day of election, nor unless it shall be held by the person in whose name it appears, absolutely and bona fide, in his own right or in that of his wife, or for his or her sole use and benefit, or as executor or administrator, trustee or guardian, or in the right, and for the use and benefit of some co-partnership, corporation or society, of which he or she may be a member, and not in trust for the use and benefit of any other person, that no share or shares held by transfer, shall be entitled to vote, unless the same shall have been transferred at least three months before the election, and no share or shares shall be entitled to vote at any election, or at any general or special meeting of the said company, on which any instalment or arrearages may have been due, and payable more than twenty days previously to the said election or meeting, and that all votes by proxy shall be upon such terms and conditions as are prescribed by the act passed the twenty-eighth day of March, in the year one thousand eight hundred and twenty, entitled "An act to regulate proxies:" *Provided*, That all proxies shall be dated within sixty days of the election at which the same shall be presented.

Votes on transferred shares.

Delinquents not to vote.

Of votes by proxy.

SECT. 51. *And be it further enacted by the authority aforesaid*, That the aforesaid commissioners, or a majority of them, shall, as soon as practicable, after the said letters patent shall have been obtained, give at least fifteen days previous public notice, in the newspapers hereinbefore mentioned, of the time and place by them appointed for the subscribers or stockholders to meet for the purpose of electing seven directors, as provided for in the preceding sections; and that annually thereafter the said stockholders shall meet on the third Monday in January, for the purpose of electing directors as aforesaid, upon a like previous notice, to be given by the directors for the time being, in such

Provisional election authorized.

Proviso.
Provision for
neglect or
omission.

Of vacancies.

General powers
and duties
of the board
of directors.

newspapers as they may deem advisable: *Provided*, That if, from any cause, such election shall not be held at the time specified therefor, the same may be held at any other time, on notice as aforesaid, that until such election be held, the directors of the preceding year shall continue to act, and that this charter shall not be avoided by reason of the irregularity or want of such election: *And provided also*, That in case of any vacancy from death or resignation of any director, his place shall be filled by the board of directors.

SECT. 52. *And be it further enacted by the authority aforesaid*, That the said directors shall meet at such times and places, and be convened in such manner as they may hereafter agree upon: four directors shall be a quorum for the transaction of business, who, in the absence of the president, may appoint a president pro tem.; the said directors shall appoint a secretary, treasurer, and such engineers and other officers as they may find necessary; shall fix their compensation, and may demand adequate security for the performance of their respective trusts; they shall have full power to ascertain and decide the time, manner and proportions, in which the stockholders shall pay the money due on their respective shares, and to forfeit to the use of the company the share or shares of every person failing to pay any instalment so required, to regulate tolls; to make such covenants, contracts and agreements, with any person, co-partnership or body politic whatsoever, as the execution and management of the works, and the convenience and interests of the company may require, and in general to superintend and direct all receipts, disbursements, and other affairs and proceedings of the company.

Certificates of
stock and
their trans-
fers.

SECT. 53. *And be it further enacted by the authority aforesaid*, That the directors first chosen as aforesaid, shall issue a certificate to each stockholder, for the number of shares he or she shall subscribe for or hold in the said corporation, signed by the president, countersigned by the treasurer, and sealed with their common seal, subject however to all the payments due and to grow due thereon; which stock shall be transferable in person or by attorney, executors, administrators, guardians or trustees, under such regulations as may be provided by the by-laws.

Annual state-
ment of af-
fairs.

Special meet-
ings.

SECT. 54. *And be it further enacted by the authority aforesaid*, That at each annual meeting of the stockholders, the directors of the preceding year shall exhibit to them a complete statement of the affairs and proceedings of the company for such year, and that special meetings of the stockholders may be called by order of the directors, or by stockholders holding one fourth in amount of the capital stock, on like notice as that required for annual meetings, specifying moreover the object of the meeting; but no business shall be

transacted at such special meeting, unless a majority in value of the stockholders shall attend in person or by proxy.

SECT. 55. *And be it further enacted by the authority aforesaid,* That the said company be and they are hereby authorized, as soon as they conveniently can, to locate and construct a rail-road of one or more tracks, from the town of Marietta to a convenient point on and connecting with the Pennsylvania rail-road, and to make, construct and erect such ware houses, toll houses, carriages, cars, and all other works and appendages necessary for the convenience of the said company, in the use of the said rail-road.

Co. authorized to locate and construct road, to erect works, &c.

SECT. 56. *And be it further enacted by the authority aforesaid,* That it shall and may be lawful for the said company, their officers, engineers and agents, to enter upon any lands for the purpose of exploring, surveying and locating the route of the said rail-road, doing thereto no unnecessary damage; and when the said route shall be determined by the said company, it shall be lawful for the said company, their agents, officers, engineers, contractors and servants, at any time to enter upon, take possession of, and use such land, and also to take from any land in the neighborhood, gravel, stone and other materials, for the purpose of constructing and maintaining such rail-road, subject, however, to such compensation as the company may have agreed to pay therefor, or as shall be ascertained, in manner hereinafter respectively directed.

Right of entry upon lands to locate and for materials.

SECT. 57. *And be it further enacted by the authority aforesaid,* That when the said company cannot agree with the owner or owners of such required land for the purchase thereof, or for the damages sustained by such owner or owners, or as to the value of the compensation to be paid to the owner or owners of any sand, gravel, stone or other materials, taken for the purpose aforesaid, or when, by reason of legal incapacity or absence of any such owner or owners, no such agreement or purchase can be made, the court of Common Pleas for the proper county, on application thereto by or on behalf of either party, and at the costs and charges of said company, shall nominate and appoint twelve discreet and disinterested persons of the said county, and shall issue a precept to the sheriff of the said county, to summon the said twelve persons to meet on the land so required, or from whence the said materials shall and may be taken, at a day to be expressed in the warrant, not less than ten nor more than twenty days thereafter, and the sheriff, upon receiving the said warrant, shall forthwith summon the said twelve persons, and shall give at least eight days notice to the respective parties, and the said sheriff shall attend at the time and place named in the warrant, and when nine or more of the said persons shall have appeared, shall, in the case of land so required, administer to each of them an oath or affirmation

Mode of assessing damages.

12 viewers to be appointed.

Their oaths. "that he will faithfully, justly and impartially value the land occupied or required for such rail-road or other works, and all damages which the owner or owners shall sustain or may have sustained by reason of the construction of the said rail road and other works, taking into consideration the advantages as well as the disadvantages of the same to the said owner or owners, according to the best of his skill and judgment, and in the case of materials taken for the purpose aforesaid, that he will faithfully, justly and impartially value the materials so taken, and fix the rate of compensation to be paid therefor by the said company to the said owner or owners, (and other works to the said owner or owners,) according to the best of his skill and judgment," whereupon the said persons shall proceed to view the land so required, or the place from whence such materials shall or may be taken, as the case may be, and to hear the evidence of the respective parties, and their verdict, signed by the sheriff and at least seven of the jury, shall be returned by the sheriff within five days thereafter, to the prothonotary of the said county, who shall file the same, and the said sheriff and persons shall be entitled to the like fees for their respective services, as are allowed to the execution of an order, issued by the Orphans court, for the valuation of lands of an intestate, under the intestate laws of this commonwealth.

Verdict.

Fees, &c.

Appeal from decision of viewers.

Proviso. Liability of appellant to costs.

Erection of public and private causeways.

Proviso.

SECT. 58. *And be it further enacted by the authority aforesaid, That either party shall be at liberty to make exceptions to any verdict rendered according to the provisions of the preceding section, within twenty days after the same shall be returned and filed by the prothonotary as aforesaid, which exceptions shall be heard by the court of Common Pleas of the proper county, who may either affirm or set aside the same as shall be lawful and right, and if no such exceptions be filed within twenty days, or if any verdict be affirmed, then the verdict shall stand as a judgment against the party against whom it is given, but if any such verdict be set aside by the court, a new precept shall issue to the sheriff, in the manner before specified: Provided, That upon the subsequent proceedings if the party excepting, does not recover a verdict more favourable than the verdict so excepted to and set aside, such party shall pay all costs of such subsequent proceedings.*

SECT. 59. *And be it further enacted by the authority aforesaid, That it shall be the duty of the said company to construct and keep in repair good and sufficient passages across the said rail-road, where any public roads shall intersect and cross the same, so that the passage of carriages, horses, persons and cattle, along the said roads, shall not be obstructed, and also when the said rail-road shall intersect any farm, to provide and keep in repair a suitable passage for the use of said farm: Provided, That the owners of land through*

which said rail-road passes, shall not be prevented from constructing crossing places over said rail-road, but to be such as are usually made by the company.

Individuals may make crossing places.

SECT. 60. *And be it further enacted by the authority aforesaid,* That on the completion of the said rail road, the same shall be esteemed a public highway, for the conveyance of passengers and transportation of merchandize and commodities, under such regulations as shall be prescribed by the directors, and it shall and may be lawful for the said company to demand and receive such sum or sums of money for tolls, of persons and property, as they shall from time to time think reasonable: *Provided,* That the toll on any species of property shall not exceed five cents per ton per mile, nor upon passengers more than two cents each per mile.

Road to be a highway.

Rates of toll.

Proviso. not to exceed certain limit.

SECT. 61. *And be it further enacted by the authority aforesaid,* That if any owner or driver of any car, carriage, wagon or conveyance, upon the said rail-road, shall pass by any place appointed for receiving tolls, without making payment thereof, with intent to defraud the said company, he she or they, so offending, shall forfeit and pay for every such offence, for the use of said company, the sum of twenty dollars, to be sued for and recovered by action of debt, before any justice of the peace, in like manner, and subject to the same rules and regulations, as debts under one hundred dollars may be sued for and recovered, together with costs of suit.

Penalty on car drivers passing toll houses without paying.

SECT. 62. *And be it further enacted by the authority aforesaid,* That dividends of so much of the profits of the company as shall appear advisable to the directors, shall be declared at least twice a year, and paid to the stockholders or their legal representatives, on demand, at any time after the expiration of ten days therefrom, but they shall in no case exceed the amount of nett profits actually acquired by the company, so that the capital stock shall never be thereby impaired; and if the said directors shall make any dividends which shall impair the capital stock of the said company, those of them consenting thereto shall be liable, in their individual capacities, to the said company, for the amount of the stock so divided; and each director present, when such dividend shall be made, shall be adjudged to be consenting thereto, unless he forthwith enter his protest on the minutes of the board, and give public notice thereof to the stockholders, at the declaring such dividend.

Semi-annual declaration of dividends.

Directors may be liable for improper declaration.

SECT. 63. *And be it further enacted by the authority aforesaid,* That no suit or action shall be brought or prosecuted by any person or persons, for any penalties incurred under this act, unless such suit or action shall be commenced within one year next after the offence shall have been committed, or the cause of action shall have accrued; and the defendant or defendants, in such suit or action, may plead the general

Suits for penalties must be commenced within one year.

issue, and give this act and the special matter in evidence, and that the same was done in pursuance and by authority of this act.

Persons doing wilful injury to works of co. liable to a penalty.

SECT. 64. *And be it further enacted by the authority aforesaid,* That if any person or persons shall wilfully and knowingly break, injure or destroy the rail-road, or any part thereof, or any work, edifice or device, or any part thereof, to be erected by the said company in pursuance of this act, or shall in any manner obstruct the free passage along the said rail-road, he she or they, shall forfeit and pay to the said company, three times the actual damage thereby sustained, to be sued for and recovered with costs of suit, in any court having cognizance thereof, by action of debt, in the name and for the use of the company.

Time of commencement and completion.

SECT. 65. *And be it further enacted by the authority aforesaid,* That if the said company shall not commence the aforesaid rail-road within two years from and after the passage of this act, and complete it within five years from the time of such commencement, or if after such completion the said corporation shall suffer the same to go to decay and be impassable for the term of two years, then this charter shall become null and void, except so far as compels said company to make reparation for damages.

Right to repeal.

SECT. 66. *And be it further enacted by the authority aforesaid,* That if the said company shall at any time misuse or abuse any of the privileges hereby granted, the Legislature may resume all and singular the rights and privileges hereby granted to said company.

Increase of capital stock.

SECT. 67. *And be it further enacted by the authority aforesaid,* That if any increase of the capital stock be deemed necessary by the stockholders to complete the said rail-road, or to lay another track, it may be lawful for the said president, managers and company, at a stated or special meeting convened for the purpose, to increase the number of shares so that they shall not in the whole exceed two thousand five hundred, and to receive and demand the moneys for shares so subscribed, in like manner and under like penalties as are hereinbefore provided for the original subscription, or shall be provided for by their by-laws.

Portsmouth and Lancaster rail-road co. Names of commissioners.

SECT. 68. *And be it further enacted by the authority aforesaid,* That Thomas P. Cope, John White, Thomas Biddle, Mark Richards, John Hemphill, Joseph Sanderson, Francis Breuil, Benjamin W. Richards, Robert C. Martin, Thomas Roney, Lewis Ryan, Joseph Ray, John B. Swett, Harrison Locke and Levi Ellmaker, of the city of Philadelphia, George Fisher, Benjamin Jordan, Thomas M'Nair, Henry Smith, David M'Kibbin, William Carlisle, jun. Joseph Brestle, Martin Kendig, Doctor M. Brown, Joseph Ross, of the county of Dauphin, Colonel George Mayer, Frederick Hambright, Christian Ober, John Bender, Col. James Pat-

Person and Frederick Hipple, of the county of Lancaster, be, and they are hereby appointed commissioners, to do and perform the several things hereinafter mentioned, that is to say, they, or any three of them, shall procure a sufficient number of suitable books, and in each of them enter as follows, viz: "We and each of us, whose names are hereunto subscribed, do promise to pay to the directors of the Ports-^{Form of sub-}mouth and Lancaster rail-road company, the sum of fifty ^{Shares \$50}dollars for every share of stock set opposite our respective ^{each.} names, and by us respectively subscribed, in such manner and proportions, and at such times and places as shall be determined and directed by the said directors, in pursuance of an act authorizing the Governor to incorporate the Ports- mouth and Lancaster rail-road company. Witness our hands, the day of Anno Domini, one thousand eight hundred and thirty-two;" and shall thereupon give at least twenty days previous notice, in two newspapers printed in the counties of Lancaster and Dauphin, and in two of the daily papers printed in the city of Philadelphia, of the ^{Duties of com-}times when, and the places where some one or more of the ^{missioners specified.} aforesaid commissioners will attend, and receive subscriptions from all persons of lawful age, who shall offer to subscribe in said books, which shall be kept open for the purpose aforesaid, at least six hours in every juridical day, for the space of three days, or until there shall be subscribed in the said books, eight thousand shares, and if at the expiration of three days, the books aforesaid shall not have the ^{Whole no. of}number of shares aforesaid therein subscribed, then the said ^{shares 8000.} commissioners, at their discretion, may adjourn from time to time, and transfer the books elsewhere, until the whole number of shares aforesaid shall be subscribed, of which adjournment and transfer, the commissioners aforesaid shall give such public notice as the occasion may seem to require, but no subscription shall be valid, unless the person so subscribing, shall pay to the said commissioners at the time ^{\$5 to be paid}of making the same, the sum of five dollars on each share, ^{down upon}for the use of the company. ^{each share.}

SECT. 69. *And be it further enacted by the authority aforesaid,* That if more than eight thousand shares shall be subscribed, in the time specified in the preceding section, to the capital stock of the said company, the said commissioners, or a majority of them, shall reduce the subscription to eight thousand shares, by striking off from the largest number of shares in succession, until the subscriptions shall be reduced to eight thousand shares, or each of the subscriptions to one share, and if there shall be still an excess, then lots shall be drawn by the commissioners, to determine who shall be excluded.

^{Mode of equitable reduction in case of excess of subscription.}

SECT. 70. *And be it further enacted by the authority aforesaid,* That when two thousand shares or more shall be

Governor may
issue patent
upon sub-
scription of
2000 shares.

Corporate
style.

Privileges and
liabilities.

Proviso.
Operations to
be confined to
specific ob-
jects of char-
ter.

Annual elect-
ion of direct-
ors.

Proviso.
Directors
must be stock-
holders.
Each share to
have one vote,
&c.

actually subscribed, and five dollars on each share paid to said commissioners, the said commissioners, or a majority of them, shall certify the same under oath or affirmation, to the Governor of this commonwealth, and on the receipt of such certificate, the Governor shall, by letters patent, under his hand and the seal of the commonwealth, create and erect the subscribers, and if the subscription be not full at the time, then those also who shall thereafter subscribe to the whole number of shares aforesaid, into a body corporate and politic, in deed and in law, by the name, style (and) title, of "the Portsmouth and Lancaster rail-road company," and by the same name the subscribers shall have perpetual succession, and all the privileges, franchises and immunities incident to a corporation; may sue and be sued, implead and be impleaded, in all courts of record and elsewhere; may purchase, receive, have, hold and enjoy, to them and their successors and assigns, lands, tenements and hereditaments, goods, chattels, and all estates, real, personal, mixed, of what kind or quality soever, and the same from time to time may sell, mortgage, grant, alien and dispose of, and make dividends of such portions of the profits as they may deem proper, and also may make and have a common seal, and the same alter or renew at pleasure, and generally may 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 and business of the same: *Provided*, That nothing herein contained, shall be so considered and construed as giving to the said corporation any banking privileges, or any other liberties, privileges or franchises, but such as may be necessary or incident to the making and maintaining the said rail-road, and to the conveyance of passengers, and the transportation of goods, merchandize and commodities thereon.

SECT. 71. *And be it further enacted by the authority aforesaid*, That for the management of the affairs of the said corporation, seven directors shall be elected by ballot annually by the stockholders of the said company, the votes to be delivered in person or by proxy duly authorized, which directors shall appoint one of their own number to be president, and shall respectively serve one year, or until other directors be elected, and shall have power to make such by-laws, rules, orders and regulations, not inconsistent with the constitution and laws of the United States and of this commonwealth, as may be necessary for the well ordering of the affairs of the said company: *Provided*, That none but stockholders shall be eligible to be elected directors, and that at every such election, and in all other cases in which the stockholders shall be called upon to vote, each share of stock shall be entitled to one vote, and also that in all cases

of elections for directors, the seven stockholders having the greatest number of votes shall be declared duly elected.

SECT. 72. *And be it further enacted by the authority aforesaid,* That no share of stock shall be entitled to a right of suffrage which shall not have been held three calendar months prior to the day of election, nor unless it shall be held by the person in whose name it appears absolutely and bona fide, in his own right or in that of his wife, or for his or her sole use and benefit, or as executor or administrator, trustee or guardian, or in the right and for the use and benefit of some co-partnership, corporation or society, of which he or she may be a member, and not in trust for the use and benefit of any other person, that no share or shares, held by transfer, shall be entitled to vote, unless the same shall have been transferred at least three months before the election, and no share or shares shall be entitled to vote at any election, or at any general or special meeting of the said company, on which any instalment or arrearages may have been due and payable more than twenty days previously to the said election or meeting, and that all votes by proxy shall be upon such terms and conditions as are prescribed by the act passed the twenty-eighth day of March, in the year one thousand eight hundred and twenty, entitled "An act to regulate proxies:" *Provided,* That all proxies shall be dated within sixty days of the election at which the same shall be presented.

Of votes on transferred shares and by proxy.

Proviso.

SECT. 73. *And be it further enacted by the authority aforesaid,* That the aforesaid commissioners, or a majority of them, shall, as soon as practicable, after the said letters patent shall have been obtained, give at least fifteen days previous public notice in the newspapers hereinbefore mentioned, of the time and place by them appointed, for the subscribers or stockholders to meet for the purpose of electing seven directors, as provided for in the preceding sections, and that annually thereafter the said stockholders shall meet on the third Monday in January, for the purpose of electing directors as aforesaid, upon a like previous notice to be given by the directors for the time being, in such newspapers as they may deem advisable: *Provided,* That if from any cause such election shall not be held at the time specified therefor, the same may be held at any other time, on notice as aforesaid, that until such election be held, the directors of the preceding year shall continue to act, and that this charter shall not be avoided by reason of the irregularity or want of such election: *And provided also,* That in case of any vacancy from death or resignation of any director, his place shall be filled by the board of directors.

Notice of provisional election of directors.

Time of annual election.

Proviso. For cases of neglect or omission.

Vacancies.

SECT. 74. *And be it further enacted by the authority aforesaid,* That the said directors shall meet at such times and places, and be convened in such manner as they may here-

Of the meetings of the directors.

Their general powers and duties.

after agree upon; four directors shall be a quorum for the transaction of business, who in the absence of the president, may appoint a president pro tem.; the said directors shall appoint a secretary, treasurer, and such engineers and other officers as they may find necessary, shall fix their compensation, and shall demand and take adequate security for the performance of their respective trusts; they shall have full power to ascertain and decide the time, manner and proportions, in which the stockholders shall pay the money due on their respective shares, and to forfeit to the use of the company the share or shares of every person failing to pay any instalment so required, to regulate tolls, to make such covenants, contracts and agreements, with any person, co partnership, or body politic whatsoever, as the execution and management of the works, and the convenience and interests of the company may require, and in general to superintend and direct all receipts, disbursements, and other affairs and proceedings of the company.

CERTIFICATES OF STOCK. *SECT. 75. And be it further enacted by the authority aforesaid,* That the directors first chosen as aforesaid, shall issue a certificate to each stockholder, for the number of shares he or she shall subscribe for or hold in the said corporation, signed by the president, countersigned by the treasurer, and sealed with their common seal, subject however to all the payments due and to grow due thereon, which stock shall

Transferable.

be transferable in person or by attorney, executors, administrators, guardians or trustees, under such regulations as may be provided by the by-laws.

Annual statement to stockholders.

SECT. 76. And be it further enacted by the authority aforesaid, That at each annual meeting of the stockholders, the directors of the preceding year shall exhibit to them a complete statement of the affairs and proceedings of the company for such year, and that special meetings of the stockholders may be called by order of the directors, or by stockholders holding one fourth in amount of the capital stock, on like notice as that required for annual meetings, specifying more over the object of the meeting; but no business shall be transacted at such special meeting, unless a majority in value of the stockholders shall attend in person or by proxy.

Special meetings.

Right to locate, construct and erect.

SECT. 77. And be it further enacted by the authority aforesaid, That the said company be, and they are hereby authorized, as soon as they conveniently can, to locate and construct a rail-road of one or more tracks from Portsmouth, by the shortest and best route, by the way of Mountjoy, to a convenient point on, and connecting with the Pennsylvania rail-road, at a point west of the city of Lancaster, and to make, construct and erect such warehouses, toll houses, carriages, cars, and all other works and appendages necessary for the convenience of the said company, in the use of the said rail-road: *Provided,* That said rail-road shall not

Proviso.

form any unnecessary obstruction to the free use and passage of the main street of said city: *And provided also*, That said company shall not demand or receive toll for carriages unavoidably passing upon any part of said road within the bounds of said borough, except those constructed for said rail-road: *And provided further*, That in constructing the said rail-road, it shall not be lawful to approach within the distance of one mile from that part of the river Susquehanna, at or near the Conewago Falls, over which a bridge is authorized to be erected across the river, from York Haven to the Lancaster shore.

Not to obstruct Main street.

2d proviso. Toll within corporate limits.

3d proviso. Approximation to York Haven bridge.

SECT. 78. *And be it further enacted by the authority aforesaid*, That it shall and may be lawful for the said company, their officers, engineers and agents, to enter upon any lands for the purpose of exploring, surveying and locating the route of the said rail-road, doing thereto no unnecessary damage, and when the said route shall be determined by the said company, it shall be lawful for the said company, their agents, officers, engineers, contractors and servants, at any time to enter upon, take possession of, and use such land, for the purpose of constructing said road.

Right of entry to locate and construct.

SECT. 79. *And be it further enacted by the authority aforesaid*, That when the said company cannot agree with the owner or owners of such required land, for the purchase thereof, or where, by reason of legal incapacity, or absence of any such owner or owners, no such agreement or purchase can be made, the court of Common Pleas for the proper county, on application thereto, by or on behalf of either party, and at the costs and charges of said company, shall nominate and appoint twelve discreet and disinterested persons of the said county, and shall issue a precept to the sheriff of the said county, to summon the said twelve persons to meet on the land so required, or from whence the said materials shall or may be taken, at a day to be expressed in the warrant, not less than ten, nor more than twenty days thereafter, and the sheriff, upon receiving the said warrant, shall forthwith summon the said twelve persons, and shall give at least eight days notice to the respective parties, and the said sheriff shall attend at the time and place named in the warrant, and when nine or more of the said persons shall have appeared, shall, in the case of land so required, administer to each of them an oath or affirmation, "that he will faithfully, justly and impartially value the land occupied or required for such rail-road or other works, and all damages which the owner or owners shall sustain or may have sustained, by reason of the construction of the said rail-road and other works, taking into consideration the advantages, as well as the disadvantages of the same, to the said owner or owners, according to the best of his skill and judgment," and in case of materials taken for the purpose

Mode of ascertaining damages to land.

Appointment of 12 viewers.

Their oaths.

aforesaid, "that he will faithfully, justly and impartially value the materials so taken, and fix the rate of compensation to be paid therefor by the said company, to the said owner or owners, taking into consideration the advantages, as well as the disadvantages arising from the construction of such railroad and other works, to the said owner or owners, according to the best of his skill and judgment;" whereupon, the said persons shall proceed to view the lands so required, or the place from whence such materials shall or may be taken, as the case may be, and to hear the evidence of the respective parties, and their verdict, signed by the sheriff and at least seven of the jury, shall be returned by the sheriff within five days thereafter, to the prothonotary of the said county, who shall file the same, and the said sheriff and persons shall be entitled to the like fees for their respective services, as are allowed to the execution of an order issued by the Orphans court, for the valuation of lands of an intestate, under the intestate laws of this commonwealth: *Provided*, That if the proper officer of said company, at any time before application made by any person having sustained damage by reason of the construction of said rail-road, in the manner hereinbefore directed, shall tender to such person a sum of money, in full compensation for his damages, said company shall not be liable for costs on any subsequent proceedings, unless such person shall recover a verdict more favorable than the previous tender of said company.

Verdict and fees.

Proviso. How applicant for damages may be liable for costs.

Right of appeal from decision of jury.

Proviso. Liability of appellant to payment of costs.

Erection of public and private causeways.

SECT. 80. *And be it further enacted by the authority aforesaid*, That either party shall be at liberty to make exceptions to any verdict rendered according to the provisions of the preceding section, within twenty days after the same shall be returned and filed by the prothonotary as aforesaid, which exceptions shall be heard by the court of Common Pleas of the proper county, who may either affirm or set aside the same, as shall be lawful and right, and if no such exceptions be filed within twenty days, or if any verdict be affirmed, then the verdict shall stand as a judgment against the party against whom it is given, but if any such verdict be set aside by the court, a new precept shall issue to the sheriff, in the manner before specified: *Provided*, That upon the subsequent proceedings, if the party excepting does not recover a verdict more favourable than the verdict so excepted to and set aside, such party shall pay all costs of such subsequent proceedings.

SECT. 81. *And be it further enacted by the authority aforesaid*, That it shall be (the) duty of said company to construct and keep in repair good and sufficient passages across the said rail-road where any public roads shall intersect and cross the same, so that the passage of carriages, horses, persons and cattle, along the said roads, shall not be obstructed; and also, when the said rail-road shall intersect

any farm, to provide and keep in repair a suitable passage for the use of said farm: *Provided*, That the owners of land through which said rail-road passes shall not be prevented from constructing crossing places over said rail-road, but to be such as are usually made by the company.

Proviso.
Passages may be erected by individuals.

SECT. 82. *And be it further enacted by the authority aforesaid*, That on the completion of the said rail-road, the same shall be esteemed a public highway for the conveyance of passengers, and transportation of merchandize and commodities, under such regulations as shall be prescribed by the directors, and it shall and may be lawful for the said company to demand and receive such sum or sums of money, for tolls of persons and property, as they shall from time to time think reasonable: *Provided*, That the toll on any species of property shall not exceed eight cents per ton per mile, nor upon passengers more than four cents each per mile.

Road to be a highway.

Proviso.
Rates of toll not to exceed a certain limit.

SECT. 83. *And be it further enacted by the authority aforesaid*, That if any owner or driver of any car, carriage, wagon or conveyance, upon the said rail-road, shall pass by any place appointed for receiving tolls without making payment thereof, with intent to defraud the said company, he, she or they so offending, shall forfeit and pay, for every such offence, for the use of said company, the sum of twenty dollars, to be sued for and recovered by action of debt, before any justice of the peace, in like manner, and subject to the same rules and regulations, as debts under one hundred dollars may be sued for and recovered, together with costs of suit.

Car drivers liable to a penalty for passing toll houses without paying.

SECT. 84. *And be it further enacted by the authority aforesaid*, That dividends of so much of the profits of the company as shall appear advisable to the directors, shall be declared at least twice a year, and paid to the stockholders or their legal representatives, on demand, at any time after the expiration of ten days therefrom, but they shall in no case exceed the amount of nett profits actually acquired by the company, so that the capital stock shall never be thereby impaired; and if the said directors shall make any dividends which shall impair the capital stock of the said company, those of them consenting thereto shall be liable in their individual capacities, to the said company, for the amount of stock so divided; and each director present, when such dividend shall be made, shall be adjudged to be consenting thereto, unless he forthwith enter his protest on the minutes of the board, and give public notice thereof to the stockholders at the declaring such dividend.

Semi-annual declaration of dividends.

Not to impair capital.

Directors may be liable.

SECT. 85. *And be it further enacted by the authority aforesaid*, That no suit or action shall be brought or prosecuted by any person or persons, for any penalties incurred under this act, unless such suit or action shall be commenced

Suits for penalties must be commenced within one year from offence.

within one year next after the offence shall have been committed, or the cause of action shall have accrued; and the defendant or defendants in such suit or action may plead the general issue, and give this act and the special matter in evidence, and that the same was done in pursuance and by authority of this act.

Persons doing wilful injury to works of co. liable to a penalty.

SECT. 86. *And be it further enacted by the authority aforesaid,* That if any person or persons shall wilfully and knowingly break, injure or destroy the rail road, or any part thereof, or any work, edifice or device, or any part thereof, to be erected by the said company in pursuance of this act, or shall in any manner obstruct the free passage along the said rail-road, he or she or they, shall forfeit and pay to the said company three times the actual damage thereby sustained, to be sued for and recovered, with costs of suit, in any court having cognizance thereof, by action of debt, in the name and for the use of the company, and shall also be subject to indictment in the court of Quarter Sessions of the proper county, and upon conviction of such offence, shall be punished by fine and imprisonment, at the discretion of the said court.

--And punishment.

Certain time allowed to co. to commence and complete road, &c.

SECT. 87. *And be it further enacted by the authority aforesaid,* That if the said company shall not commence the construction of said rail-road within the term of two years from the passage of this act, or within one year from the completion of the Philadelphia and Columbia rail-road, or if said company shall not complete their rail-road within the term of four years from its actual commencement, or if after the completion of the said rail-road, said corporation shall suffer the same to go to decay and be impassable for the term of two years, then this charter shall be null and void, except so far as compels said company to make reparation for damages.

Of the increase of the capital stock.

SECT. 88. *And be it further enacted by the authority aforesaid,* That if any increase of the capital stock be deemed necessary by the stockholders to complete the said rail-road, or to lay another track, it may be lawful for the said president, managers and company, at a stated or special meeting convened for the purpose, to increase the number of shares so that they shall not in the whole exceed twelve thousand, and to receive and demand the moneys for shares so subscribed, in like manner and under like penalties, as are hereinbefore provided for the original subscription, or shall be provided for by their by-laws:

Reservation of right to resume privileges and regulate tolls.

SECT. 89. *And be it further enacted by the authority aforesaid,* That if at any time said company shall misuse or abuse any of the privileges hereby granted, the legislature may resume all and singular the rights and privileges hereby granted to said company; and the legislature reserves the right to reduce and regulate the tolls hereby authorized.

SECT. 90. *And be it further enacted by the authority aforesaid, That Timothy Kirk, Samuel Dickey, Charles Wallace, David Hayes, Israel Reynolds, James Hall, Benjamin J. Miller, John B. Cochran, Jesse Pugh, James Monaghan, Eli Hurford, David Griscom and Francis Parke, of the county of Chester, Gen. Robert Patterson, John B. Stryker, Samuel Comly, Nathaniel Burt and Henry White, of the city of Philadelphia, be and they are hereby appointed commissioners, to do and perform the several things hereinafter mentioned, that is to say, they, or any three of them, shall procure a sufficient number of suitable books, and in each of them enter as follow, viz: " We and each of us, whose names are hereunto subscribed, do promise to pay to the directors of the Oxford rail-road company, the sum of fifty dollars for every share of stock set opposite our respective names, and by us respectively subscribed, in such manner and proportions and at such times and places as shall be determined and directed by the said directors, in pursuance of an act authorizing the Governor to incorporate the Oxford rail-road company. Witness our hands, the day of Anno Domini, one thousand eight hundred and thirty ;"* and thereupon shall give at least twenty days previous notice, in two newspapers printed in the county of Lancaster, two in the county of Chester, and two daily papers printed in the city of Philadelphia, of the times when, and places where some one or more of the aforesaid commissioners will attend, and receive subscriptions from all persons of lawful age, who shall offer to subscribe in said books, which shall be kept open for the purpose aforesaid, at least six hours in every juridical day, for the space of three days, or until there shall be subscribed in the said books, four thousand shares, and if at the expiration of three days, the books aforesaid shall not have the number of shares aforesaid therein subscribed, then the said commissioners, at their discretion, may adjourn from time to time, and transfer the books elsewhere, until the whole number of shares aforesaid shall be subscribed, of which adjourment and transfer, the commissioners aforesaid shall give such public notice as the occasion may seem to require, but no subscription shall be valid, unless the person so subscribing, shall pay to the said commissioners at the time of making the same, the sum of five dollars on each share, for the use of the company, and if more than the requisite number of shares shall be subscribed, the commissioners shall proceed to reduce the subscription to the proper number, in the manner specified in the second section of this act.

Oxford rail-road co. Stock commissioners.

Form of subscription. Shares \$50 each.

Duties of commissioners.

Whole no. of shares 4000.

\$5 to be paid down upon each share. Reduction in case of excess of subscription.

SECT. 91. *And be it further enacted by the authority aforesaid, That when two thousand shares or more shall be actually subscribed, and five dollars on each share paid to the said commissioners, they, or a majority of them shall certify*

Letters patent may issue upon subscription of 2000 shares.

the same, under oath or affirmation, to the Governor of this Commonwealth, and on the receipt of such certificate, the Governor shall, by letters patent, under his hand and the seal of the Commonwealth, create and erect the subscribers, and if the subscription be not full at the time, then those also, who may thereafter subscribe to the whole number of shares aforesaid into a body corporate and politic, in deed and in law, by the name style and title of the "Oxford rail-road company," and by the same name, the subscribers shall have perpetual succession, and all the powers, privileges, franchises and immunities granted by the third section of this act, to the Strasburg rail-road company, and be subject to like restrictions and limitations as is therein contained, and the said company are hereby authorized, as soon as they conveniently can, to locate and construct a rail-road of one or more tracks with all necessary appendages, from some suitable point on the Pennsylvania rail-road, between the village of Coatesville, in Chester county, and the Gap tavern in Lancaster county, by the most practicable and advantageous route to the state line, in a direction towards Port Deposit, in the state of Maryland, the said rail-road shall be adapted to the passage of such cars or carriages as may be used on the Pennsylvania rail-road, it shall not in any part thereof, rise at a greater rate of elevation than thirty feet to the mile, except where stationary or other power shall be provided to assist the passage of cars travelling on the said road, it shall not occupy more than sixty-six feet in width, nor pass through any burying ground or place of public worship, nor any dwelling house without the consent of the owners thereof, nor shall it pass through any out building of the value of three hundred dollars without such consent: on the completion of the said rail-road, or any five miles thereof, the same shall be esteemed a public highway. for the conveyance of passengers and transportation of merchandize and commodities, under such regulations as shall be prescribed by the directors of said company, and it shall be lawful for them to demand and receive such sum or sums of money for tolls of persons and property, as they shall from time to time think reasonable: *Provided*, That the toll on any species of property, shall not exceed three cents per ton per mile, nor upon passengers, more than three cents per mile.

SECT. 92. *And be it further enacted by the authority aforesaid*, That the fourth, fifth, sixth, seventh, eighth, ninth, eleventh, twelfth, thirteenth, fourteenth, sixteenth, seventeenth, eighteenth, nineteenth, twentieth and twenty second sections of this act are hereby extended and made applicable to the Oxford rail-road company, as fully and effectually as if they were again enacted at full length.

Style of corporation.

General powers, privileges, restrictions and liabilities.

Proviso.

Certain sections of this act made to apply to the Oxford co.

SECT. 93. *And be it further enacted by the authority aforesaid,* That the act entitled "An act to incorporate the Oxford rail-road company of Chester county," passed the eleventh day of April, one thousand eight hundred and twenty-seven, be and the same is hereby repealed. Former act repealed.

JOHN LAPORTE,
Speaker of the House of Representatives.

J. R. BURDEN,
Speaker of the Senate.

APPROVED—The ninth day of June, A. D. one thousand eight hundred and thirty-two.

GEO. WOLF.

No. 230.

AN ACT

To establish the Bank of Middletown:

SECT. 1. *Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania, in General Assembly met, and it is hereby enacted by the authority of the same,* That Benjamin Jordan, Martin Kendig, Henry Smith, Mercer Brown, David M'Kibbon, George Fisher, Martin Neisly, Joseph Ross, George Lauman, Simon Cameron, Walter S. Franklin, Henry Welsh, Alexander Cardon, William Nichols, Martin Croll, and Jacob Miller, be and they are hereby appointed commissioners, to carry into effect, from and after the passage of this act, the establishment of a bank in the county of Dauphin, to be known by the name of the Bank of Middletown, agreeably to an act passed the twenty-first day of March, one thousand eight hundred and fourteen, entitled "An act regulating banks," and an act passed the twenty-fifth day of March, eighteen hundred and twenty-four, entitled "An act to re-charter certain banks," with all and singular, the rights and privileges, and subject to all the like regulations, restrictions, penalties and taxes imposed upon the said banks by the acts referred to; the bank to be located at Middletown, in the county of Dauphin, with a capital stock not exceeding two hundred thousand dollars, to be divided into shares of fifty dollars each, and to be managed and directed by thirteen directors. Commissioners appointed for establishment of bank.
Location.
Capital, direction, &c.