

## No. 2.

**An Act**

To incorporate the Reading and Brandywine rail road company.

SECTION 1. *Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same,* That Jonas Preston, James Ronaldson, George Powell, Hugh McLvain, Thomas Hunt and Samuel Hood, James McClure, David Hoops, Samuel Hatfield of the city and county of Philadelphia, Lewis Reece, Samuel D. Jacobs, William Darling, Esq., Benneville Keim, Josiah Lewis, Lloyd Wharton, Levi B. Smith and Evan Evans, Esq. of the county of Berks, Joshua Hunt, William Dowlin, Morgan J. Thomas, Edward Hunter, Abraham R. McLvain, Richard Walker, Esq., Robert Laverty, Isaac W. Vanleer, John R. Thomas, John B Chrisman, Effinger Happersett, John Rutter, John McClure, Benjamin Griffith and Jesse James, Esq., of the county of Chester, or any two of them, be, and they are hereby appointed commissioners to do and perform the several things hereinafter mentioned; that is to say, they shall procure a sufficient number of suitable books, in each of which they shall enter as follows:—“We whose names are hereunto subscribed, do promise to pay to the president and managers of the Reading and Brandywine rail road company, the sum of fifty dollars for every share of stock set opposite to our respective names, in such manner and proportions, and at such times as shall be determined by the president and managers of the said company, in pursuance of an act of the general assembly of this commonwealth, entitled “An act to incorporate the Reading and Brandywine rail road company.” Witness our hands, this            day of            in the year of our Lord one thousand eight hundred and            ;” and shall thereupon give notice, in two newspapers printed in each of the counties of Berks and Chester, and two daily papers in the city of Philadelphia, three weeks at least, 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

Commissioners names.

Books to be procured.

50-dol's. per share.

Notice to be given where books are to be opened for subscription.

When 10,000 shares are subscribed, books to be closed.

At time of subscribing 5 dol.s. to be paid on each share.

If more than 10,000 shares subscribed, Comm'rs. to reduce to 10,000.

When letters patent may issue.

Style and title.

Powers and liabilities.

have been subscribed ten 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 ten 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; then the books shall be closed, 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.

SECTION 2. If more than ten thousand 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 ten thousand shares, by striking off from the largest number of shares in succession, until the subscription shall be reduced to ten 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.

SECTION 3. When five thousand shares, or more, of the said stock shall be subscribed, and five dollars on each share paid to the commissioners, the said commissioners, or a majority of them, may certify the same, under oath or affirmation, to the Governor, 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 number of shares as aforesaid, into a body politic and corporate, in deed and in law, by the name, style and title of "The Reading and Brandywine rail road company;" and by the same name the subscribers shall have perpetual succession, and be able to sue and be sued, implead and be impleaded, in all courts of record and elsewhere, and to purchase, receive, have, hold and enjoy, to them and their successors, lands, tenements, and hereditaments, goods, chattels, as may be necessary and requisite to carry on the business of the said company, and all estate, real, personal or mixed, of what kind or quality soever, and the same from time to time to sell, mortgage, grant, alien or dispose of, and to make dividends of such portions of the profits as they may deem proper; and also to make and have a common seal, and the same to alter or renew at pleasure, and also to ordain, establish and put in execution, such by-laws, ordinances and regulations, as shall appear necessary and convenient for the government of the said corporation, not being contrary to the constitution and laws of the United States, or of this com-

monwealth, and generally to do, all and singular, the matters and things which to them it shall lawfully appertain to do, for the well being of the said corporation, and the due management and ordering the affairs of the same ; *Provided, Proviso.* That nothing herein contained shall be considered as in any way giving to the said corporation any banking privileges whatever, or any other liberties, privileges or franchises, but such as may be necessary or incident to the making and maintaining of the said rail road.

SECTION 4. The said named persons, or a majority of <sup>Organization</sup> them, shall, as soon as conveniently may be after the said <sup>of Company.</sup> letters patent shall be obtained, give at least twenty days previous notice, in the newspapers herein before mentioned, of the time and place by them appointed for the subscribers to meet, in order to organize the said company, and to choose, by a majority of votes of the said subscribers, by ballot, to be given in person or 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 ten managers, a majority of whom shall be residents of this commonwealth, a treasurer and secretaries, 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 of January 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 and laws of the United States, or of this state, and that may be necessary for the well governing the affairs of the company.

SECTION 5. The stockholders shall meet on the first Mon- <sup>When Stock-</sup> day of January in every year, at such place as may be fixed <sup>holders shall</sup> upon by the by-laws, of which notice shall be given at least <sup>meet to</sup> twenty days, by the secretary, in the newspapers before <sup>choose offi-</sup> mentioned, and choose, by a majority of votes present, their officers for the ensuing year, as mentioned in the fourth section of 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, and no share shall confer a right of suffrage, <sup>Right of suf-</sup> which shall not have been holden three calender months <sup>frage.</sup> prior to the 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 bene-

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fit, or as executor or administrator, trustee or guardian, or in the right and for the use and benefit of some copartnership, 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."

Election of officers how conducted.

SECTION 6. The election of officers, provided for in the fifth section of the 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, on oath or affirmation, before an alderman or justice of the peace, well and truly, and according to law, to conduct such election; And the said judges shall decide on the qualifications of the voters, and when the election is closed, shall count the votes and declare who has been elected; And if it shall at any time happen that an election of president, managers, treasurer, or other officer, 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 or other officers, on the same day, or 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 the president, managers, treasurer and other officers, of the preceding year, shall in that case continue to act, and be invested with all the powers belonging to their respective situations, until an election shall take place: In the case of death or resignation, or removal from the state of any president, manager, treasurer or other officer, his place shall be filled by the board of managers until the next annual election.

Vacancies how supplied

Time of meeting.

Six shall be a quorum.

Power to appoint surveyors, &c.

Fix salaries.

SECTION 7. The said 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, six 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 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 proportion in which the said stockholders shall pay the money due on their respective shares, to draw orders on the treasurer for the same, which shall be signed by the presi-

dent, 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.

SECTION 8. The president and managers first chosen, shall <sup>Certificates</sup> procure certificates or evidence of stock, for all the shares of <sup>of stock.</sup> 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 every 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 <sup>Transferable</sup> authorized, in the presence of the president or treasurer, each of whom shall keep a book for the 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, and 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 balances and penalty due, or to become due, on each share, as the original subscriber would have been.

SECTION 9. If after thirty days notice in the public papers aforesaid, of the time and place appointed for the payment <sup>Penalty for</sup> of any proportion or instalment of the said capital stock, in <sup>neglect of</sup> order to carry on the work, any stockholder shall neglect to <sup>payment.</sup> 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 penalty 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 prices 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 <sup>Proviso.</sup> 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 more than thirty days previously to the said election or meeting.

Treasurer &  
other officers  
to give bond.

SECTION 10. 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.

Semi annual  
declaration of  
dividends.

SECTION 11. 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 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 said directors 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 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 to the stockholders at the declaring of such dividend: *Provided*, no such dividend shall exceed fifteen per cent. per annum, nor shall the contingent fund of the company at any time exceed one fourth of their capital stock.

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Annual ab-  
stract of ac-  
counts to be  
furnished to  
Legislature.

SECTION 12. When actual operations shall have commenced, and at the end of every year thereafter, there shall be furnished to the legislature an abstract of the accounts of the company, showing the whole amount of their capital actually paid into the funds of the company, the sums expended, the tolls and other profits accruing within the year, and the amount of dividends declared in each year, or the losses sustained, as the case may be, which abstract shall be verified by the oath or affirmation of the president of the company for the time being, and said company shall pay annually into the treasury of the commonwealth, a tax of eight per centum on all dividends which may exceed six per centum on the capital stock actually paid in.

Power to sur-  
vey, &c.

SECTION 13. The president and managers of the said railroad company shall have power to survey, lay down, ascertain, mark and fix such route as they shall deem expedient for a double or single railroad, beginning at the Philadelphia and Columbia railroad, near Downingtown, and terminating at or near the borough of Reading, on the river Schuylkill, having due regard to the situation or 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: *Provided*, that the manner of forming the con-

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nection of said railroad with the Philadelphia and Columbia railroad, shall be in accordance with the directions of the Canal Commissioners; and the said road shall not pass through any burying ground nor place of public worship, nor any dwelling house, without the consent of the owner thereof; nor shall it pass through any out building of the value of three hundred dollars, without such consent; and the said president, managers and company, shall, within six months after ascertaining the route of the said railroad, cause an accurate survey of the lines of the said 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 said road, which may then be opened, and all the expenses incurred thereby shall be defrayed by said company.

SECTION 14. It shall be lawful for the president, managers, and company of the said railroad company, and their agents, and all persons employed by or under them, for the purposes contemplated in this act, to enter upon any land which they shall deem necessary for laying out said road, and also, for the purpose of searching for stone, sand or gravel, or wood, for constructing said road; but no stone, sand, gravel, or wood, shall be taken away from any land, without the consent of the owner thereof, until compensation for the same be ascertained and paid, which compensation, if the parties cannot agree thereon, shall be ascertained in the manner hereinafter prescribed, as to the compensation for lands over which the said road may be laid.

SECTION 15. It shall and may be lawful for the company hereby incorporated, to make, erect and establish, a single or double track railroad, on the route laid out as aforesaid, and they are hereby also empowered to make and establish all works, edifices and devices, to such railroad, as may by the said company be deemed expedient for the purposes of carrying into effect the objects of their incorporation, and also, to contract and 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 railroad.

SECTION 16. Whenever it shall be necessary for the president, managers and company of the said railroad company, to enter in and upon, and occupy, for the purpose of making said railroad, 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 upon the compensation to be made for any injury, or supposed injury, that may be done to such 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 damage, a majority of whom shall, under oath or affirmation, fairly and impartially to estimate the same, and shall reside within

Survey of  
railroad to be  
filed in Sec-  
retary's of-  
fice.

May enter  
upon lands  
for materials.

Compensa-  
tion.

May make a  
single or dou-  
ble track.

Establish-  
works, &c.

When part-  
ies cannot a-  
gree, may  
appoint suit-  
able persons  
to estimate.

the proper county where the land lies, and the expenses incurred by the said appraisers shall be defrayed by the said railroad company; but if the parties cannot agree upon such persons, or if the persons 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 requisition for that purpose upon him made, or if such owner shall be *feme covert*, under age, *non compos mentis*, or out of the state, 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 the said corporation, to appoint six disinterested persons of said county, to view, examine and survey the said lands, tenements or hereditaments, and estimate the injury or damage, if any, in their apprehension, will be sustained, as aforesaid, by reason of said railroad, 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 said viewers shall be entitled to the like fees for their services, as are allowed by law to the viewers of public roads and highways, to be paid by said company; and it shall be the duty of the appraisers in estimating such injury or damage, to take into consideration the advantage that will be derived to the owner or owners of the said lands from the said railroad: *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 in other cases, and upon the coming in of such report or inquisition, and the confirmation thereof, or upon final judgment on appeal therefrom; and the said company shall pay such owner the sums in such report or judgment specified, in full compensation for the injury sustained as aforesaid, and the said company, and all who act under them, shall be acquitted and freed from all responsibility for and on account of such injury: *Provided*, That 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 said president and managers, their agents or contractors, for making or repairing the said road, may immediately take and use the same, without awaiting the issue of proceeding, as herein before prescribed.

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Construction of railroad not to impede any public roads.

Causeway to be made.

SECTION 17. The said railroad 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 railroad 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 sufficient causeway or causeways, to enable all persons passing or traveling such public road, to cross and pass over the

said railroad, which causeway or causeways, shall be made and maintained by the said company, and the sufficiency of the same shall be judged of by the supervisor or supervisors of the proper township, at the expense of 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 five dollars for every time the same shall be so 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 or 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.

SECTION 18. For the accommodation of all persons owning or possessing land through which the said railroad may or shall pass, and to prevent inconvenience to such person in crossing and passing over the same, it shall be the duty of the said company, when required, to make, or cause to be made, a good and sufficient causeway or causeways, wherever the same may be necessary, to enable the occupant or occupants of said lands to cross or pass over the same with wagons, carts and implements of husbandry, as 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 through each plantation or lot of land, for the accommodation of any one person owning or possessing land, through which the railroad may or shall pass, and where any public road shall cross said railroad, the person owning or possessing land through which the said road shall pass, shall not be entitled to make such requisition on said company. And the said causeways, when so made, shall be maintained and kept in repair by the said company; and if the said company shall neglect, or refuse to make such causeway or causeways, or, when made, to keep the same in good repair, the said company shall be liable to pay any person aggrieved thereby, all the damages sustained by such person in consequence of such 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 this act shall not be so construed as to prevent owners of land through whose property the said railroad passes, from constructing a causeway or crossing place over said railroad, but the same

SECTION 19. 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

Penalty for neglect.

Private cause ways to be made.

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Penalty for neglect.

Suits or action to be commenced within six months, &c.

within six 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.

On completion of ten miles may receive tolls.

Excise:

SECTION 20. On the completion of the said railroad, or any portion of one track, not less than ten miles, the same shall be esteemed a public highway, for the conveyance of passengers, merchandize and commodities, under such regulations as shall be prescribed by the managers; and it shall and may be lawful for the said company, to demand and receive such sum or sums of money for tolls, of person and property, as they shall from time to time think reasonable: *Provided*, That the toll on any species of property shall not exceed seven cents per ton per mile, and upon passengers, more than four cents each per mile, and the legislature reserves the right to reduce and regulate the tolls hereby authorized; And it shall be further lawful for the president and managers of the company, to prescribe the kind of carriages, wagons and conveyances, which shall be used on the said railroad, for the transportation of persons and commodities, and to adopt such regulations as to the transit of wagons and carriages on the said road, as may seem to them most conducive to the interests of the public, and of persons using the same.

Penalty for non payment of tolls.

SECTION 21. If any owner or driver of any car, carriage, wagon or conveyance, upon the said railroad, 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 for wilfully injuring road.

SECTION 22. If any person or persons shall wilfully and knowingly break, injure or destroy the railroad, 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 the said company, and shall 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 court.

SECTION 23. If the said corporation shall not carry into effect the objects of this charter within the time of ten years from the passing of this act, or, if after the completion of the said railroad, the said corporation shall suffer 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.

SECTION 24. If an increase of the capital stock be deemed necessary by the stockholders to complete the said railroad, 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 the capital of said company shall not exceed seven hundred thousand dollars, and to receive and demand the moneys for shares so subscribed, in like manner, and under like penalties, as are herein before provided for the original subscription, or as shall be provided for by their by-laws.

SECTION 25. 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; the legislature also reserves the right to purchase the right of said company, and the railroad, with its appurtenances, at any time after thirty years from the passage of this act, by paying to said company a sum of money, which, together with the tolls received, shall equal the cost and expenses of said railroad, with an interest of eight per centum per annum thereon.

NER MIDDLESWARTH,  
Speaker of the House of Representatives.

THOMAS S. CUNNINGHAM,  
Speaker of the Senate.

APPROVED—The twelfth day of January, Anno Domini,  
one thousand eight hundred and thirty six.

JOS : RITNER.