

No. 132.

AN ACT

To incorporate the Columbia Insurance Company, of Philadelphia.

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| Incorporated | SECTION 1. <i>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.</i> That all and every, person who shall be or become a member of the association, called the Columbia Insurance Company, and proprietors of the capital stock thereof, shall be, and they are hereby created and declared to be one body, politic and corporate, by the name and title of, |
| Name and title | The Columbia Insurance Company, and by the same name shall have perpetual succession, and shall be able to sue and be sued, implead and be impleaded, in all courts of record and elsewhere, and to purchase, receive, hold and enjoy, to them and their successors, lands, tenements and hereditaments, goods and chattels, of what nature, quality or kind, soever, real, personal or mixed, or choses in action, and the same from time to time to sell, demise, grant, alien or dispose of. |
| Corporate powers | <i>Provided,</i> That the real estate shall be only such as shall be necessary to accommodate the said corporation for transacting the business thereof, or as shall be taken and held in security for the payment of debts due to the corporation. <i>And provided also,</i> That the clear yearly income, of the said real estate shall not at any time, exceed the sum of ten thousand dollars. And also, to make and to have a common seal, and the same to break, alter and renew at pleasure, and also, to ordain, establish and put in execution, such by-laws, ordinances and regulations, as shall appear necessary and convenient for the government of the said corporation, not being contrary to the constitution or to the laws of the United States, or of this commonwealth, and generally to do all and singular, the matters which to them it shall lawfully appertain to do, for the well being of the said corporation, and the due management and ordering of the affairs thereof. |
| Proviso | |
| 2nd Proviso Annual income not to exceed \$10,000 | SECTION 2. That the capital stock of the Columbia Insurance company shall consist of two thousand shares, of one hundred dollars each, which may hereafter be increased to any sum not exceeding five thousand shares, of one hundred dollars each, if the holders of two-thirds of the original stock shall at any time, at a general meeting regularly convened, so order, and the increase shall be subscribed for, in such manner, |
| By-laws ordinances, &c. | |
| Capital stock 2000 shares— not to exceed 5000 | |

and on such terms, as such meeting may direct, on the terms and in the manner hereinafter specified: that is to say, each and every subscriber, shall, within thirty days after public notice given by the president and directors, in any two of the daily papers, printed in the city of Philadelphia, pay, or cause to be paid to the said president and directors, for the use of the said corporation, the amount of the shares so subscribed, in such sum or sums, at such time or times, as they, the said president and directors, shall in their discretion direct and appoint, and if any subscriber, his or her assignee, or transferee, shall refuse or neglect to pay the first, or any subsequent instalment called for and demanded by the president and directors as aforesaid, such subscriber, his or her assignee or transferee, shall forfeit, each and every share on which the payment shall not be duly made, on account of the share or shares so forfeited, and new subscriptions may be opened and received for the share or shares so forfeited, at the discretion of the stockholders of the said corporation.

Mode of subscription to public increase of stock
 Notice of payment of stock to be given, and mode of payment
 Penalty for neglect

SECTION 3. That for the well ordering of the affairs of the said corporation there shall be nine directors, who shall be citizens of the United States and stockholders of the said corporation, holding at least two shares each, in their own rights, or in trust, elected annually, by the stockholders at their general meeting, for that purpose assembled, and the directors at their first meeting, after each election, shall choose one of their number as president, but in case it should happen at any time, that an election of directors should not have been made, the corporation shall not for that cause be deemed to be dissolved, and it shall be lawful on any day within thirty days thereafter, to hold and make an election of directors, in such manner as shall be regulated by the by-laws and ordinances of the said corporation, and in case of any director's death or resignation, his place shall be filled for the remainder of the year, in such manner as the ordinances of the said corporation shall for that purpose direct. *Provided*, That the first directors shall be Charles N. Buck, John Bohlen, Charles Vezin, Henry Pratt McKean, John Myers, Alfred Ingraham, George H. Thomson, Joseph Cabot and John A. Barclay, who shall hold their office until the first Monday in July, eighteen hundred and forty one, and until new directors are chosen.

Directors
 To be elected annually
 President
 Failure to elect not to dissolve corporation
 Vacancies how supplied
 Provided

SECTION 4. That the votes of the stockholders for directors, shall be by ballot, and for the election of directors, and for the deciding of all questions in the general meeting of the stockholders, the ratio of votes shall as follows, to wit: Five shares or less, one vote; six, and not more than nine, two votes; ten, and not more than fourteen, four votes; fifteen,

To vote by ballot
 Ratio of votes

and not more than nineteen, six votes; twenty, and not more than twenty-four, eight votes; twenty-five, and not more than twenty-nine, ten votes; thirty, and not more than thirty-four, twelve votes; thirty-five, and not more than thirty-nine, fourteen votes; forty, and not more than forty-five, sixteen votes; forty-five, and not more than forty-nine, eighteen votes; fifty, and upwards, twenty votes. But no stockholder shall be entitled, in his own right or as a proxy, to a greater number than twenty-five votes, nor shall any stockholder vote at any election for directors, unless the share or shares, on which he or she may claim to vote, shall have been standing in his or her name, in the books of the said corporation, for at least three months previous to such election.

SECTION 5. That the president and directors of the said corporation, for the time being, shall have power to appoint such officers, clerks, agents and other persons, as shall be necessary for conducting and executing the business of the said corporation, as well in the said city of Philadelphia, as elsewhere, and to allow the said persons so appointed, such compensation for their services, respectively, as they shall deem reasonable, and generally, to exercise all other powers and authorities for the well governing and ordering of the affairs and funds of the said corporation, as this act confers or allows, or as may be hereafter conferred or allowed by the laws, regulations and ordinances of the said corporation.

SECTION 6. That it may be lawful for the said corporation to employ and improve the capital stock thereof, and all moneys received for premiums, which the president and directors are, by the ninth section of this act, directed to retain until the risks upon which such premiums have been received are fully determined in the stocks of the United States, or of this or any one of the United States, or of any bank, incorporated by this state, or to lend the same or any part thereof, upon real estate within this commonwealth, or in the loans of any county, city or borough, within this state, and also, to sell and dispose of, and transfer all or any of the said stock and securities, and invest the proceeds thereof in like stock and securities. *Provided,* That nothing herein contained shall in any be construed to authorize the said company to use the funds of this institution for banking purposes.

SECTION 7. That the president and directors shall have full power, on behalf of the said corporation, to make insurances against losses by fire on any house, tenement, manufactory or other building, and on goods, wares, merchandize and effects therein, and on any ship or vessel upon the stocks, building or repairing, or at mooring, or lying in port, or on goods, wares, merchandize and effects therein, and on hay,

Proxies

Officers to be appointed and how

Compensation

Capital stock how to be employed

Proviso

Power to make insurances

On ships, &c.

grain, and other agricultural products, in barns, stacks or otherwise, and generally, on all kinds of buildings, and on goods, wares, merchandize and effects upon land, or lying in port. And further, to make insurances against losses by fire or by water, on goods, wares, and merchandize and effects, transported on rivers, on canals, on railroads, by steamboats or wagons, in canal boats or cars, and to make, and to execute and perfect, such, and so many contracts, bargains, agreements, policies and other instruments, as shall or may be necessary, and as the nature of the case shall or may require. And every such contract, bargain, agreement and policy, to be made by the said corporation, shall be in writing or in print, and shall be under the seal of the said corporation, signed by the president, and attested and signed by the secretary or other officers, who may be appointed by the said president and directors, for that purpose. And also, have authority to make all kind of marine insurances.

Against losses
by fire, &c.

Contracts to
be in writing
or print

Marine insu-
rances

SECTION 8. That in case any assured name, in any policy or contract of insurance, made by the said corporation, shall sell, convey or assign the subject insured, it shall be lawful for such assured, to assign and to deliver to the purchaser, such policy or contract of insurance, and such assignee shall have all the benefit of such policy or contract of insurance, and may bring and maintain a suit in his own name. *Provided*, That before any loss happens, he shall obtain the consent of the insurer to such assignment, and have the same endorsed on or annexed to such policy or contract of insurance, to be according to the aforesaid directions for that purpose and not otherwise.

Proceedings
in case of sell-
ing, &c. sub-
ject assured

Proviso

SECTION 9. That the president and directors, shall, on the first Monday in July, in the year of our Lord eighteen hundred and forty-one, and on the first Monday in July and January, of every year thereafter, declare and divide so much of the profits of the said corporation, as to them shall appear advisable, and the dividend so declared, shall be paid to the respective stockholders, agreeably to such rules as the president and directors shall make for that purpose; but the moneys received as premiums upon risks, which remain undetermined and outstanding at the time of the declaring of such dividend, shall not then be considered as part of the profits of the said corporation or divided as such, and if any loss or losses shall happen, whereby the capital stock of the company shall be lessened, no subsequent dividend shall be made, until a sum equal to such diminution shall have been added to the capital stock of said company. And if the president and directors shall knowingly make a dividend or dividends, contrary to the true intent and meaning of the prohibitions herein contained, the president, if he consent

Dividends to
be declared
semi-annually

How to be
paid

Disposition of
premiums up-
on risks

Liability of
president and
directors in
certain cases

thereto, and such of the directors as shall consent thereto, shall, in their individual capacities be accountable for, and pay over to the said corporation, for the use thereof, as much money as they may so divide, and pay, more than by this act, they are authorized to do. And the president and each director of the said corporation, in office at the time of making such dividend, hereby prohibited to be made, shall be deemed as consenting to such dividend, unless he or they shall, at the time of making such dividend, be absent from the board of directors, or if present, shall immediately enter his or their protest on the minutes of the board of directors, and also, give notice thereof in two or more newspapers published in Philadelphia.

Transfer and assignment of stock SECTION 10. That the shares of the stock of the said corporation, shall be assignable and transferrable only on the books of said corporation, according to such rules and regulations as the president and directors, shall, for that purpose ordain and establish, and not otherwise.

Right to repeal SECTION 11. That if, at any time, it shall appear to the legislature that the privileges hereby granted are injurious to the public welfare, the power to repeal this act shall not, on any condition, be denied or impaired, but such repeal shall not effect any engagements to which said company may have become a party, previously thereto, and the said company shall have a reasonable time to bring their accounts to a final settlement and termination; and the said corporation shall be subject to such tax, as the legislature may, at any time hereafter, impose by any general law, upon the several insurance companies of this commonwealth.

Tax

WM. HOPKINS,

Speaker of the House of Representatives.

P. S. MICHLER,

Speaker of the Senate, pro. tem.

APPROVED—This fourteenth day of June, A. D. eighteen hundred and thirty-nine.

DAVID R. PORTER.