

the public usefulness of said road, and without imposing an unreasonable additional expense in so locating and making said road.

WM. HOPKINS,
Speaker of the House of Representatives.
CHARLES B. PENROSE,
Speaker of the Senate.

APPROVED—This second day of July, A. D., eighteen hundred and thirty-nine.

DVAID R. PORTER.

No. 200.

AN ACT

Authorizing the Governor to incorporate the Hanover and Codorus 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 Henry Wirt, John L. Hinkle, Jacob Metzger, Jacob Young, Luther H. Skinner, Peter Overdeer, Samuel Mumma, Michael Bucher, George Kraft, Conrad Mayer, (miller,) Joseph W. Schmidt, George Young, Joseph Slagle, William Bair, Jacob Wortz, Michael Doudel, Charles A. Barnitz, Benjamin Welsh, Jacob B. Wentz, Joseph Sneeringer, Jacob Wirt, Eli Lewis, James M'Conkey, and Jacob Albert, 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, to wit: "We, and each of us, whose names are hereunto subscribed, do promise to pay to the directors of the Hanover and Codorus railroad 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 proportion, and at such times and places, as shall be determined and directed by the said directors, in pursuance of an act, entitled "An act authorizing the governor to incorporate the Hanover and Codorus rail-road company." Witness our hands, the day of 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 York, of the times when, and the 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 they 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 one dollar on each share, for the use of the company.

SECTION 2. That if more than two 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 subscriptions to two thousand shares, by striking off from the largest number of shares, in succession, until the subscription shall be reduced to two thousand shares, or each of the subscriptions to one share ; and if there shall still be an excess, then lots shall be drawn by the commissioners to determine who shall be excluded : *Provided*, That the directors elected in pursuance of the act incorporating the Hanover and Codorus rail-road company, shall have power, if they find it necessary, in order to complete the said road, to increase the number of shares to three thousand.

SECTION 3. That when one thousand shares or more shall be actually subscribed, and three 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 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 as so 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 Hanover and Codorus rail-road company, and by the same name, the subscribers shall have perpetual succession, and all the privi-

Notice

Who may vote

No. of shares
2000If more than
2000 shares
subscribed
mode of re-
duction

Proviso

Letters patent

Name, style
and title

leges, franchises, and immunities. incident to a corporation, Privileges and franchises
 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 or construed, as giving the said corporation any banking privileges, liberties, 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. *Proviso*

SECTION 4. 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 shall be elected, and shall have power to make such by-laws, rules, orders, or regulations, not inconsistent with the laws and constitution 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, seven stockholders having the greatest number of votes, shall be declared duly elected. *Annual election of directors*
Term of service
Proviso
Ratio of votes

SECTION 5. 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 appear, 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 *Who may vote*

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 instalments 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-seventh 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.

Proviso

Co'missioners to give notice of time and place of holding election for directors

SECTION 6. 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 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 May, 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 given, 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.

Proviso

2nd proviso

Meeting of directors and powers and authorities

SECTION 7. 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 tempore. Such 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.

SECTION 8. The directors first chosen, es 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 the common seal, subject, however, to all the payments due, and to grow due thereon; which shall be transferable in person, or by attorney, executors, administrators, guardians, or trustees, under such regulations as may be provided by the by-laws. Certificates of stock to issue

SECTION 9. 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. Directors to exhibit annual statement of affairs

SECTION 10. 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 most eligible point within the limits of the borough of Hanover, in the county of York, by way of Jefferson in said county, to intersect the rail road leading from the Maryland line to the borough of York, at the nearest and most practical point; 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. Of the location and construction of road

SECTION 11. The said president and managers, shall have power and authority, by themselves or their superintendents, engineers, artists and workmen, to enter upon and occupy all land on which the said rail road, or its depots and warehouses may be located, or which may be necessary for the erection of its engine, and water stations, weigh-scales, or any other purpose connected with, in the construction or repairs of said rail road, and therein to dig and embank, make and construct the same, and the said company shall pay or satisfy the owner, or owners of the ground so to be taken and occupied, as aforesaid, but if the parties cannot agree upon the compensation. Authority to enter upon lands
Damages and mode of adjustment

tion to be made to such owner or owners, it shall and may be lawful for the parties to appoint five suitable, judicious and disinterested persons of the county of York, who shall, under oath or affirmation, and if they cannot agree upon such persons, then either of the parties, after giving twenty days notice to the other, may apply to the court of common pleas of the said county, and the court shall award a venire directed to the sheriff, to summon a jury of six judicious and disinterested persons from the said county, in order to ascertain and report to the said court what damages, if any, have been sustained by the owners of said ground by reason of the construction of said rail road through the same, which said jury of valuers, being duly sworn or affirmed, and having viewed the premises, shall proceed to examine the quality and quantity of land to be occupied by the said rail road, and all other inconveniences which may be likely to result therefrom to the said land, and under the influence of these considerations and a just regard to the advantages which may seem likely to result to the owner or owners of the said land, from the opening of the said rail road through the same, and make their assessments and report to the court, which report being confirmed by the said court, judgment shall be entered thereon and execution may issue in case of non-payment for the sum awarded, and the expenses incurred by the appraisers or jury shall be defrayed by said rail road company. *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 said county, in the same manner as appeals are allowed in other cases. *And provided also*, That if any person or persons, owning land or other property which shall be affected by this act, be *feme covert*s, under age, *non compos mentis*, or out of the state, then and in either cases the president and managers of the company, shall, before entering upon or occupying the same, except for the purpose of surveying and location, represent the same to the court of common pleas of the said county, as the case may be, who shall proceed thereon in the same manner and to the same effect, as directed by this act in other cases. *Provided*, That no property shall be taken by the said company unless previously paid for, or adequate security given for the payment thereof.

SECTION 12. It shall be lawful for the said rail road 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 the said road, but no stone, sand or gravel, or wood, shall be taken away from any land without the consent of the owner thereof, until compensation

Proviso

2nd proviso

3rd proviso

Authority to locate and construct road

for the same be ascertained and paid, which compensation, if the parties cannot agree thereon, shall be ascertained in the manner hereinbefore prescribed as to the compensation for lands over which the said road may be laid.

SECTION 13. The said rail road shall be so constructed as not to impede or obstruct the free use or passage of any public road or roads, which may cross or enter the same, in all cases where the said rail way may cross or in any manner interfere with any existing public road, canal or slackwater navigation, the said company shall make or cause to be made, as soon as conveniently may be, a good and sufficient causeway or causeways, to enable all persons passing or travelling such public roads, canal or slackwater navigation, to cross and pass over such rail road, and if the company shall neglect or refuse to keep such causeway or causeways in good repair, they shall be liable to a penalty of ten dollars for every day the same shall be so neglected or refused to be repaired, to be recovered by the supervisors of the township, with costs, for the use of the township, as debts of the like amount are by law recoverable, and shall moreover be liable to all actions, at the suit of any person who may be aggrieved thereby.

Public high-ways not to be impeded
Causeways to be made and kept in repair
Penalty for neglect

SECTION 14. The president and managers shall be, and they are hereby authorized to increase the capital stock of the said company, from time to time, so that the whole number of shares thereof shall not exceed three thousand, of fifty dollars each, and to sell and dispose of so many shares, as that the whole shall amount to the said number of three thousand, and to receive subscriptions therefor, and to regulate the payments therefor to be made to the said company, and the subscribers to, and the purchasers thereof, and his, her or their assignee or assignees, shall be subject to the like penalties and liabilities in regard to the same, as are prescribed by the seventh section of this act. *Provided*, That the said company shall have the power to borrow money on loan, to enable them to finish their works, and to give mortgages, certificates, or other evidences and securities for the payment thereof, the same to be convertible or not convertible into stock, as shall be agreed on between said company and the lender or lenders.

Increase of capital stock
Proviso

SECTION 15. It shall be the duty of the said company to construct and keep in good 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 road 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.

Company to keep passages across road in repair

SECTION 16. On the completion of the said rail road it shall and may be lawful for the said company, to demand and receive such sum or sums of money for tolls, or transportation 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 two cents per ton per mile, or on passengers one cent each per mile, that the charge for toll and motive power, together, shall not exceed five cents per ton per mile, or on passengers two cents each per mile, and that the charge for tolls, motive power and transportation, together, shall not exceed eight cents per ton per mile, or five cents each on passengers. *Provided*, That the directors shall have power to open for public use, such sections or parts of the road as may be completed, from time to time, and to charge tolls thereon.

SECTION 17. 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 the 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, subject to the same rules and regulations as debts under one hundred dollars may be sued for and recovered, together with costs of suit.

SECTION 18. 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 net 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.

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 within one year next after the offence shall have been committed, or the cause of action shall have accrued, or 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.

SECTION 20. 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 damages 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. Penalty for injuring road

SECTION 21. If the said company shall not carry into effect the objects of their charter within the term of five years from the passage 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 one year, then this charter shall become null and void, except so far as compels said company to make reparation for damages. Time of commencement and completion

WM. HOPKINS,

Speaker of the House of Representatives.

CHARLES B. PENROSE,

Speaker of the Senate.

APPROVED—The second day of July, eighteen hundred and thirty-nine.

DAVID R. PORTER.

No. 201.

AN ACT

To incorporate the Easton Iron company, and for other purposes.

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 George W. Barnet, Edward Swift, Jacob Gangwher, John A. Edmonds, McEvor Farman, Peter S. Michler and William T. Rogers, their associates, successors and assigns, be, and they are hereby constituted a body politic and corporate, by the name, style, and title of the Easton Iron company, with a capital of five hundred thousand* Names of corporators
Name style and title