No. 54.

AN ACT

To incorporate the Norristown gas 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 Samuel Jamison, Joseph Fornance, William H. Slingluff, Abraham Mackley, B. F. Hancock, David Sower, Christopher Heelner, Daniel Longaker, J. Grier Ralston, James Boyd, Robert Iredell, Charles Christman, Josiah W. Evans, Benjamin Hill, M. R. Moore, James Hooren, William Carson, William Schall, J. W. Moore, Levi Roberts, John Jacobs, Z. T. Galt, Samuel S. Smith, William M. Jamison, B. M. Boyer, Charles Hurst, James Wells, Philip Cilinger, B. E. Chain, G. R. Fox, John M'Kay, Henry Freedley, Franklin Derr, Abraham Eschbach, Abraham R. Cox, Samuel E. Hartranft, Thos. H. Wentz, Jacob Adle, Jr., Joseph Slingluff, Thos. W. Potts, S. N. Rich, D. H. Mulvany, D. H. Stein, Thos. Saurman, John A Arnold, C. Mech, Gabriel Kuhn, Geo. Shannon, Geo. Hallman, Jacob T. Moore, Charles Greger, James B. Evans, John M'Nair, Griffith Jones, all of the county of Montgomery, or any five of them, are hereby appointed commissioners to do and perform the several things hereinafter mentioned; that is to say, that they shall procure a suitable book and enter therein as follows: "We, whose names are hereunto subscribed, do promise to pay to the president and managers of the Norristown gas company, the sum of twenty-five 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 the Commonwealth of Pennsylvania, entitled 'An Act to incorporate the Norristown gas company.' Witness our hands this day of in the year one thousand eight hundred and fifty-two;" and shall thereupon give notice in two or more newspapers published in the borough of Norristown, for two weeks at least, of the time and place, when and where the said book shall be kept open to receive subscriptions to the stock of the said company, at which time and place one or more of said commissioners shall attend and permit all persons of lawful age, who shall offer to subscribe in said book, in their own names, or in the names of any other persons, or any incorporated company who shall authorize the same, for shares in said stock, and the said book shall be kept open for the said purpose, at least six hours in each juridical day for the space of five days, or until there shall have been subscribed six hundred shares; and if at the end of five days the book aforesaid shall not have the number of shares aforesaid subscribed therein, the said commissioners may adjourn from time to time, and transfer the said book elsewhere until the said number of six hundred shares 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 have been subscribed then the book shall be closed.

Commissioners.

To procure books.

Form of subscription.

Who may subscribe.

Number of shares.

SECTION 2. When six hundred shares of the stock shall have been subscribed, and the sum of two dollars paid on each and every share, the commissioners who have acted, or a majority of such, shall certify to the Governor under their hands and seals, the names of the subscribers and the number of shares subscribed by each, and the sums paid thereon; whereupon the Governor shall by letters patent, under his hand and the seal of the Commonwealth, create and erect the subscribers, and those who shall thereafter subscribe to the number of shares hereafter mentioned, into a body politic and corporate in deed and in law, by the name and style of "The Norristown gas 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 the courts of record, and elsewhere; and by the said name the said corporation shall have power and authority to manufacture and sell gas, to be made from bituminous coal, or other materials, for the purpose of lighting the streets, buildings, manufactories, and other places in the borough of Norristown and vicinity; to purchase, have, hold, receive, and enjoy to them and their successors, lands, tenements, and hereditaments, goods, chattels, and all estate, real and 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 Commonwealth, and generally to do all and singular the matters and things which to them it shall lawfully appertain to do for the well-being of the said corporation: *Provided*, That nothing herein contained shall be considered as in any way giving to the said corporation, any banking privileges whatsoever, or any other privileges, liberties, or franchises, but such as may be necessary or incident to the making of gas, and the distribution thereof for the purposes of illumination in the borough of Norristown and vicinity: *Provided further*, That the said company shall at no time hold or possess any land for any other purpose than the construction thereon of the necessary works, store-houses, and offices of the said company.

Letters patent.

Style.

Privileges.

Dividends.

Seal.

Proviso.

Proviso.

SECTION 3. That the said commissioners, or any five of them, shall as soon as conveniently may be after the said letters patent shall have been obtained, give at least two weeks' previous notice in the newspapers hereinbefore 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 by proxy (which proxy shall have been obtained and bear date within four weeks previously to the election at which such proxy shall be presented), duly authorized, thirteen managers; and the managers so chosen shall elect a president from their own body, and conduct the business of the company from the time of their election as aforesaid, until others are chosen to supply their places at the next annual meeting of the stockholders occurring thereafter, as hereinafter mentioned; and the said managers may make such by-laws, rules, orders, and regulations as are not inconsistent with the laws and Constitution of this State, and of the United States, and as may be necessary for the due management and ordering the affairs of the said company, and from time to time may sell stock not to exceed in the whole number three thousand shares.

Organization.

Officers.

By-laws.

SECTION 4. That the stockholders shall meet on the second Monday

Annual meeting of stockholders.

of June next succeeding the organization of the said company, as provided for in the preceding section of this act; and subsequently on the same day and month in every ensuing year, at such place as may be fixed upon by the by-laws, of the time and place, of which meeting notice shall be given at least two weeks' previously in the newspapers aforesaid, and choose by ballot by a majority of votes present, their officers for the ensuing year, as mentioned in the third section of this act, which officers so elected shall continue in office for one year, or until a new election shall be had; and the stockholders shall also meet at such other times, either upon the requisition of the managers, or of any stockholders who own in the aggregate one hundred shares, as they may be summoned to meet by the said managers or stockholders 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 votes present in manner aforesaid, all such 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 at all elections, and upon all questions submitted to any annual or special meeting of the stockholders, 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 ten shares, one vote; for every five shares above ten shares, one vote, to the extent of thirty votes, which shall be the highest number of votes to which any stockholder shall be entitled, whatever may be the number of shares of stock held by such stockholder, and no share shall confer a right of voting which shall not have been held two 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 or her own right, or in right of his wife, or for his or her sole use and benefit, as an executor, 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: *Provided*, That no person shall be permitted to vote at the first election of the said company, unless he or she has fully paid two dollars on each share of stock by him or her subscribed, as directed by the second section of this act; and at all subsequent elections of the said company, no person shall be permitted to vote unless he or she shall have fully paid all the instalments called for and then due on the shares by him or her subscribed, 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."

Ratio of votes.

Proviso.

Election of officers how conducted.

SECTION 5. That the election of officers provided for in the fourth section of 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, who before undertaking to act, shall severally take and subscribe an oath or affirmation before a justice of the peace, or alderman, well and truly 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 (which shall be and remain open at the office of the company, in the borough of Norristown, from ten o'clock, A. M., until three o'clock, P. M.), shall count the votes, and the stockholders having the highest number of votes shall be declared duly elected; and if it shall at any time happen that an election of managers 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 managers on the same day, or on any other day thereafter, giving at least ten days' notice, signed by the secretary, in the newspapers before mentioned, of the time and place of holding such election, and they are hereby required so to do, at least once in every twenty days, until the requisite officers are chosen, and the managers and treasurer of the preceding year, shall in that case continue to act, and be invested with all powers belonging to their respective stations, until an election shall take place; in case of the death, or resignation, or removal from the State, of any manager, treasurer, or other officer, his place shall be filled by the board of managers until the next annual election: *Provided*, That none but stockholders shall be eligible to be elected managers.

Corporation not to be deemed disolved on failure to elect managers.

Proviso.

SECTION 6. That the managers shall meet at such times and places as shall be found most convenient for the transaction of their business, seven of whom 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 buy land for a site for the gas works, and erect the same; to appoint all such architects, surveyors, chemists, superintendent, and other artists and officers, as they shall deem necessary to construct and carry on the intended gas works, and to fix their salaries and wages; to enter into and execute contracts, or covenants, in relation to the object of said corporation, and to enforce the same; to ascertain the time, manner, and proportions in which the said stockholders shall pay the money due on their respective shares; to draw orders on the treasurer for money, which orders shall be signed by the president, or, in his absence, by a majority of the managers present, and attested by the secretary, and generally to do all such other acts, matters, and things as by this act and the by-laws and regulations of the company they are authorized to do.

Quorum.

Minutes.

Powers.

SECTION 7. That the managers first chosen shall procure certificates, or evidences 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 as by him are subscribed and held, which certificate or evidence of stock shall be transferable at pleasure, in person or by attorney, duly authorized, in the presence of the president or treasurer, in a book to be kept by the said corporation for that purpose, subject, however, to all payments due or to become due thereon, and the assignee holding any certificate transferred as aforesaid shall be a member of 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 corporation incident to the said 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.

Certificates of stock.

Transferable.

SECTION 8. That if, after twenty days' notice in the public papers as 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 works of the said company, any stockholder shall neglect to pay such proportion or instalment at the place appointed, every such stockholder, or his assignee, shall, in addition to the instalment so called for, pay at the rate of two per cent. per month for the delay of such payment, and if the same and the additional penalty shall remain unpaid for such a space of time as that the accumulated penalty shall become equal to the sum

Penalty for neglecting to pay instalments.

or sums before paid in part and on account of such share or shares, the same shall become 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; that in default of payment by any stockholder of any such instalment as aforesaid, the said company 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; that in case of the transfer or assignment of any such share or shares on which default has been made as aforesaid, the company may bring suit as aforesaid either against the person who assigned or transferred the said share or shares, or the person to whom such transfer or assignment was made, for the recovery of any unpaid instalment, together with the penalty aforesaid.

Dividends.

SECTION 9. That the managers shall declare dividends of so much of the nett profit of the company as shall appear to them advisable on the first Mondays of June and December, in every year, which shall be paid to the stockholders, or their legal representatives, on demand, ten days after the same shall have been declared: *Provided*, That no dividend shall be declared or paid to the stockholders when such payment would render the corporation insolvent, or make its solvency doubtful.

Proviso.

Authority to borrow money.

SECTION 10. That the managers of this company are hereby authorized and empowered, should the same be deemed necessary, to borrow any sum or sums of money in their corporate capacity not exceeding ten thousand dollars, for the purpose of aiding them in the construction of their works; and to secure the payment of the same shall execute a mortgage upon their works and real estate in favor of the person or persons who may have loaned the same, which mortgage shall be executed, signed, and sealed with the seal of the corporation, by the president of the company, and delivered under the direction of the board of managers, agreeably to the terms of the loan, and the said managers shall provide for the payment of the interest upon any loan made under this section out of the receipts for gas, before any dividend shall be paid to the stockholders.

Annual statement of officers.

SECTION 11. That in the month of December, annually, the managers shall submit to the stockholders a written statement, under the oaths or affirmations of the president and treasurer, of the amount of capital stock paid in, and the amount of all existing debts against the company, which statement shall show, also, how the money paid in by the stockholders upon their shares has been appropriated, and the receipts and expenditures for each year, up to the time of making the said statement, and, in short, shall be a full and satisfactory exhibit of the financial condition of the company.

Power to erect gas-posts, burners and reflectors, dig trenches, &c.

SECTION 12. That the company shall have power and authority, and is hereby empowered and authorized to erect gas posts or lamps, burners, and reflectors, to dig such trenches in and along and across the public streets, lanes, alleys, and sidewalks, in the borough of Norristown and vicinity, for the purpose of laying their pipes for the distribution of gas, as the company may deem necessary, and may enter into such lands and enclosures as may be necessary, and dig trenches through and across them for the same purpose, doing as little damage as possible to private property, and paying for whatever injury may be done by them, and if the parties cannot agree on the amount of damages, the same shall be assessed by three disinterested men, on oath, to be appointed by the Court of Common Pleas of Montgomery county, on the application of either party, and the said company shall have the like privileges as to the relaying or taking up or repairing the said pipes as often as the same may be necessary: *Provided*, That the said company shall fill up the said trenches, and restore the said streets, lanes, alleys, and side-walks, and the private property as aforesaid, to as good a condition as they were respectively in before the said trenches were dug, at the proper cost and expense of the said company.

Proviso.

SECTION 13. That if any person or persons shall open a communication into the street gas main, or other gas pipe of the said company, without authority from the inspector or authorized agents of the said company, or shall let on the gas after it has been stopped by order of the said inspector or other authorized agent of the said company, for repairs, or any other cause or purpose, or shall put up any pipes or burners in addition to the pipes or burners originally put up and inspected, and introduce the gas into them without authority as aforesaid, he, she, or they shall be subject to a penalty of not less than ten, nor more than fifty dollars for each and every such offence, to be recovered as debts of a like amount are recoverable in law, one-half to be paid to the informer and the other half to the said company.

Penalty for opening a communication into the street gas main, or other gas-pipe.

SECTION 14. That if any person shall wilfully do, or cause to be done, any act or acts whatever, whereby any building, construction, or works of said company, or any gas pipe, gas post, or lamp, burner, or reflector, or any matter or thing appertaining to the same shall be stopped, obstructed, injured, or destroyed, the person or persons so offending shall be guilty of a misdemeanor, and being thereof indicted and convicted in the Court of Quarter Sessions, shall be punished by fine not exceeding one hundred dollars, or imprisonment not exceeding one year, or both, at the discretion of the court: *Provided*, That such criminal prosecution shall not in anywise impair the right of action for damages by a civil suit hereby authorized to be brought for any such injury as aforesaid, by and in the name of the said corporation, in any court in this State having cognizance of the same.

Punishment for wilful or malicious injuries to company's works.

SECTION 15. That the managers shall annually elect a secretary and treasurer, the latter of whom shall be a stockholder of the company, said treasurer shall give a bond to the said corporation, with sufficient sureties to the satisfaction of the managers of said company, conditioned for the faithful performance of the duties of his office, for a just account of all moneys that may come into his hands by virtue thereof, and for the delivery to his successor in office of all books, papers, documents, money, and other things held in right of his office.

Election of Secretary and Treasurer.

SECTION 16. That if the said company shall not carry into operation the objects of their charter within three years from the passage of this act, then the said charter shall become null and void.

Time for carrying into operation the objects of charter.

JOHN S. RHEY,
Speaker of the House of Representatives.

JOHN. H. WALKER.
Speaker of the Senate.

APPROVED—The seventeenth day of February, one thousand eight hundred and fifty-two.

WM. BIGLER.