

CHAPTER MMCDXX.

AN ACT TO INCORPORATE THE PHOENIX INSURANCE COMPANY OF PHILADELPHIA.

Whereas an association of citizens hath heretofore been formed in the city of Philadelphia, under the title of "The Phoenix Insurance Company of Philadelphia," for the purpose of making insurance upon maritime and other risks; and the object and operation, of the said association, meriting the encouragement and aid of government, inasmuch, as they are calculated to promote the security and independence, as well as to alleviate the misfortunes and losses of commerce and navigation: Therefore, to facilitate the transactions of the said association, by the aid of an act of incorporation:

Section I. (Section I, P. L.) 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 all and every the persons, who shall at the time of the passing of this act, be members of the said association, called "The Phoenix Insurance Company of Philadelphia," 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, style and title of "The Phoenix Insurance Company of Philadelphia," 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, or elsewhere; and to purchase, receive, have, hold and enjoy, to them, and their successors, lands, tenements and hereditaments, goods and chattels, of what nature, kind or quality soever, real, personal or mixed, or choses in action, and the same from time to time, to sell, grant, demise, alien or dispose of: Provided, that the clear yearly income, of the said real estate, to be held by the said corporation, shall not at any time, exceed ten thousand dollars; and also to make, and 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 nec-

essary and convenient for the government of the said corporation, not being contrary to the said constitution, or to the 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, and the due management, and ordering of the affairs thereof.

Section II. (Section II, P. L.) And be it further enacted by the authority aforesaid, That all the joint stock, and all other the estate, real, personal and mixed, and all the securities, dues, claims and demands, and all the records, books, papers, vouchers and other documents whatsoever, in anywise belonging to, or held and claimed by the said association of citizens, at the time of the passing of this act, shall be transferred to, and vested in the said corporation of "The Phoenix Insurance Company of Philadelphia," hereby created as absolutely and completely, to all intents and purposes, as the same respectively shall then belong to, or be held and claimed by the said association of citizens, or by their officers and agents, for their use; and also all the policies, contracts and other engagements, debts, obligations and assumptions whatsoever, of the said association of citizens, entered into, made, subsisting, due and payable, or to grow due and payable, at the time of the passing of this act, shall thenceforth become, and be as obligatory and binding upon the said incorporation of "The Phoenix Insurance Company of Philadelphia," hereby created, to all intents and purposes, as if the same respectively had been entered into, made and contracted by the said company, subsequent to the incorporation thereof: Provided always nevertheless, that nothing herein contained, shall in any wise be construed to impair the obligation of any contract at any time entered into by the said association of citizens.

Section III. (Section III, P. L.) And be it further enacted by the authority aforesaid, That the capital stock of "The Phoenix Insurance Company of Philadelphia," shall amount to six hundred thousand dollars; that the same shall be divided into six thousand shares, of one hundred dollars each, a moiety whereof shall consist of shares in the capital stock

of the company, incorporated by the name of "The President and directors of the Insurance Company of North America;" and that the capital stock of the company, by this act incorporated, shall be held by the proprietors thereof, at the passing of this act, and to be transferable, by them, and their assigns, respectively, on the terms, and in the manner herein-after specified; and the stockholders shall pay the balance, and transfer the shares of the said incorporated company, payable for their respective shares, in the company, by this act incorporated, in the following proportions, to wit: Ten dollars, and to transfer one share in the said incorporated insurance company, on, or before the first Monday in May next; ten dollars, and one other such share, on the second Monday of July next; ten dollars, and one other such share, on the first Monday in February, one thousand eight hundred and five; and any person or persons, copartnerships, or bodies politic, neglecting or refusing to pay any of the said instalments, or making any of the said transfers, for the space of ten days, after the same shall become due, shall respectively forfeit for the use of the company, as well all the monies previously paid, as the share or shares in the said incorporated company, previously transferred, as aforesaid, together with all right, title, interest, emolument, profit, claim and demand, of, in, to and out of the funds of the company, by this act incorporated; and the profits arising therefrom, by reason, or on account of such forfeited share, and so much of the capital stock and funds of the company, as it may not be necessary to reserve, for the purpose of paying demands against the company, shall be vested by the directors in the public debt of the United States, in bank stock, or in the stock of any company, incorporated by the state of Pennsylvania, or the United States, in bills of exchange, or bonds secured by mortgages, on sufficient real estates, within the city and county of Philadelphia; and the directors shall have power to call in, and re-invest such monies, in the same, or other funds, whenever it shall appear to them expedient; but a part of such capital stock, not exceeding the sum of sixty thousand dollars, may, with the approbation of a majority of the stockholders con-

vened for that purpose, be loaned to the state of Pennsylvania; the directors shall have power from time to time, to sell all, or any part of the stock of the said incorporated insurance company, which may be transferred, as aforesaid, and to invest the proceeds thereof, in manner hereinbefore directed.

Section IV. (Section IV, P. L.) And be it further enacted by the authority aforesaid, That the affairs of the company shall be managed by nine directors, who at their first meeting after each election, shall choose one of their number to be president, and another to be vice-president: Provided, they shall deem a vice-president proper and necessary. The directors shall be chosen by ballot, on the first Monday in January, in each year, after the year one thousand eight hundred and five, by a plurality of votes of the stockholders present or represented by proxy, and shall serve for one year next ensuing their election, and until others are chosen and no longer: Provided always nevertheless, that Isaac Wharton, David Lewis, Rumford Dawes, Robert E. Griffith, Joshua Gilpin, Joseph Snowden, Paul Beck, junior, Paschal Hollingsworth and Joseph Curven, shall be the present directors, and shall continue in office until the first Monday in January, one thousand eight hundred and five, and until others shall be chosen: And provided also, that no person shall be eligible, or qualified to act as a director, unless he owns, and shall continue to hold, at least, ten shares of the capital stock of this company: And provided also, that in case it shall at any time happen, that an election of directors shall not be made upon any day, when pursuant to this act it ought to have been made, the said corporation shall not for that cause, be deemed to be dissolved, but it shall be lawful, on any other day, within thirty days thereafter, to hold and make an election of directors, in such manner as shall have been regulated by the by-laws and ordinances of the said corporation; and that in case of the death, resignation or absence from the state, of a director, or in case any director shall be chosen a director of any other insurance company, and shall act as such, the place of such director, shall be filled up by the board of directors.

Section V. (Section V, P. L.) And be it further enacted by the authority aforesaid, That the directors for the time being, shall have power to appoint such officers, clerks and servants under them, as shall be necessary for executing the business of the said corporation, and to allow them such compensation for their services respectively, as shall be reasonable, and shall be capable of exercising such other powers and authorities, for the well-governing and ordering of the affairs of the said corporation, as shall be prescribed, fixed and determined, by the laws, regulations and ordinances of the same.

Section VI. (Section VI, P. L.) And be it further enacted by the authority aforesaid, That the president or vice-president shall have full power and authority, in the name and behalf of the company, to make all kinds of marine insurances; insurances against fire; insurances on lives, and insurances on the inland transportation of goods, wares and merchandise; and to lend money upon bottomry or respondentia; and generally to transact all business, necessarily relating to the objects aforesaid, subject to such regulations as the stockholders shall make, and conformably to the orders and instructions of the board of directors.

Section VII. (Section VII, P. L.) And be it further enacted by the authority aforesaid, That the following rules, restrictions, limitations and provisions, shall form, and be fundamental articles of the constitution of the said corporation, to wit:

1st. Stated meetings of the directors shall be held at least once a fortnight, and occasional meetings at such other times as the president or vice-president shall deem it expedient to convene them: At all such meetings, the president or vice-president shall preside, unless both are absent. in which case, any other director may be appointed by the board, to preside during the meeting: Three of the directors, the president or vice-president, being one, shall form a quorum of the board of directors; but in the absence of the president and vice-president, a majority of the whole number of directors shall be requisite to form a quorum; all questions of the board shall be decided by a plurality of the votes of the directors present;

but no vote or resolution shall be reconsidered, altered or rescinded, by a smaller number of directors than were present when such vote or resolution was passed: A committee consisting of at least two directors, shall attend in weekly rotation, at the office of the company, with whom it shall be the duty of the president and vice-president to advise, touching the affairs of the company.

2d. On the first Monday in June, and first Monday in December, in each year, the directors shall declare a dividend, on so much of the profits of the company, as to them shall appear advisable, which dividend shall be paid ten days after the same shall have been so declared; but monies received as premiums, or risks, undetermined or outstanding at the time of declaring such dividends, shall not be considered as part of the profits of the company; and in case the capital stock of the company shall be lessened by losses or casualties, no subsequent dividend shall be made, till a sum equal to such diminution shall have been added to the capital; if the directors shall knowingly make any dividend, or dividends, contrary to the true intent and meaning of this article, such of them as shall consent thereto, shall in their individual capacities, be accountable for, and pay to the company for their use, as much money, as they may so divide and pay, more than by this article they are authorized to do.

3d. A reasonable compensation shall be allowed by the directors, to the president and vice-president respectively, until the first Monday in January next; but the future annual compensation for those officers, to commence on that day, shall be fixed by the stockholders, at the general meeting to be held on the second Monday in December next; no director shall be entitled to any emolument, unless the same shall have been allowed at a general meeting of the stockholders.

4th. All policies of insurance, and other contracts made and entered into, in behalf of this company, shall be subscribed by the president as president, or by the vice-president as vice-president of "The Phoenix Insurance Company of Philadelphia." And all losses arising on any such policy, or policies,

shall be adjusted by the president or vice-president, and board of directors, and paid agreeably to the terms of the policy out of the funds of the company.

5th. Policies of insurance, and other contracts and engagements, may be made and entered into, on behalf of the company, in pursuance, and by virtue of this incorporation, as well with the members of this company individually, as with other persons and bodies, politic or corporate.

6th. The stock of the company shall be assignable and transferable, according to such rules as the board of directors shall establish; and no stockholder indebted to the company, shall be permitted to make a transfer, or receive a dividend, till such debt is paid, or secured to the satisfaction of the president or vice-president, and directors.

7th. A general meeting of the stockholders shall be held at the company's office, on the second Monday in December, in every year; at such meetings, the directors shall lay before the stockholders a full and complete statement of the affairs of the company, and all such further information, books, papers and other documents belonging to the company, as a majority of the stockholders so met, shall require; a number of stockholders, being together proprietors of not less than one thousand shares, shall have power, at any time, to call a general meeting of the stockholders; giving at least two weeks notice, in two of the newspapers printed in the city of Philadelphia, and specifying, in such notice, the objects of the meeting; at all such meetings, whether held at stated times, or specially convened, the stockholders shall have power to make rules, regulations and provisions, for the government of the affairs of the company: Provided, that no other subjects be taken into consideration, at any such special meeting, except those of which public notice shall have been given, in manner aforesaid.

8th. The stockholders in all questions coming before them, and at every election for directors, shall be entitled to one vote for every three shares by them respectively held; but no stockholder shall be entitled to more than fifteen votes in his own right; nor shall any stockholder vote at any election for

directors, unless the stock shall have stood in his own name on the books of the company at least three months preceding the time of such election: Stockholders may on all occasions give their votes by proxy, provided the proxy be derived immediately from such stockholder, the written evidence thereof, to be deposited with the directors, at the time of giving such vote, and the person holding the same be a citizen of the state of Pennsylvania.

Section VIII. (Section VIII, P. L.) And be it further enacted by the authority aforesaid, That this act shall be, and continue in force until the first day of January, which will be in the year of our Lord one thousand eight hundred and fifteen: Provided always, that for the liquidation and settlement of all the past transactions and accounts of this company, the corporate powers thereof shall be, and continue effectual to all intents and purposes: And provided also, that nothing in this act shall be taken, or construed to affect the rights of any person, persons or bodies politic, before the passage of this act.

Approved February 6, 1804. Recorded in L. B. No. 9, p. 293.

CHAPTER MMCDXXI.

AN ACT TO CONTINUE IN FORCE FOR A LIMITED TIME, THE ACT ENTITLED "AN ACT, FOR INSTITUTING A BOARD OF PROPERTY, AND FOR OTHER PURPOSES THEREIN MENTIONED." (').

Section I. (Section I, P. L.) 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 the act, entitled "An act for instituting a Board of Property, and for other purposes therein mentioned,"⁽¹⁾ and every matter and thing therein contained, (the limitation clause only excepted) shall be and the same are hereby continued in force for seven years, from and after the passing of this act, and from thence to the end of the next session of the general assembly.