

CHAPTER MMMLIII.

AN ACT TO INCORPORATE THE MARINE INSURANCE COMPANY OF PHILADELPHIA.

Whereas an association of citizens hath heretofore been formed in the city of Philadelphia, under the title of "The Marine Insurance Company of Philadelphia," for the purpose of making insurances upon maritime and other risks; and the objects of the said association meriting legislative encouragement and aid, inasmuch as they are calculated to promote the security and independence, as well as to alleviate the losses and misfortunes of commerce and navigation, and to enable the citizens to guard against the consequences of accident by fire. 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 Marine 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 Marine Insurance Company of Philadelphia," and by the same name shall have 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, shall not at any time exceed the sum of six thousand dollars; and also to make and have a common

seal, and the same to 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 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, 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 Marine 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 policies, contracts, and other engagements, debts, obligations, and assumption 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 Marine 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 anywise 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 from and after the passing

of this act, the following constitution shall be deemed the constitution of the corporation of "The Marine Insurance Company of Philadelphia," hereby created, that is to say,

ARTICLE I. Of the Capital Stock and Funds of the Company,

1st. The capital stock of "The Marine Insurance Company" shall amount to three hundred thousand dollars; it shall be divided into three thousand shares of one hundred dollars each; and any person or persons, copartnership or bodies politic, resident within the United States, may purchase, hold, and transfer such shares on the terms, and in the manner hereinafter specified.

2d. The stockholders shall pay the balance due in addition to the monies already given for their respective shares at such time and times, and in such proportion and proportions as the president and directors of the company shall declare and require, giving at least thirty days previous public notice.

3d. Any stockholder or stockholders, his, her, or their executors, administrators, or assigns, neglecting or refusing to pay all or any part of the sum or sums of money, or notes, payable for his, her or their shares, in the proportions, and at the time and times prescribed as aforesaid, for the payment thereof, shall forfeit to the use of the company, all the money and notes by him, her, or them previously paid on account of the share or shares, in payment whereof such default shall be made as aforesaid, together with all right, title, interest, profit, emolument, claim, and demand whatsoever, of, in, to, and out of the capital stock and funds of the company, and the profits arising and to arise therefrom, by reason or on account of the share or shares so forfeited.

4th. The shares in the capital stock of the company shall be assignable and transferable according to such rules as the directors shall make and establish.

5th. The capital stock and funds of the company may from time to time be vested in the public securities of the United States, or of some one of them, or in the stock of any bank or banks established in Pennsylvania, in their own stock, or in

the stock of any monied institution within the same, or may be loaned to the state of Pennsylvania, in any sum or sums not exceeding fifty thousand dollars, with the approbation of a majority of the stockholders, convened for that purpose, or may be loaned on the security of real estate within the State of Pennsylvania.

6th. The public securities aforesaid, and all other evidences of debt, or duty, owing and belonging to the said company, shall be transferred to and taken in the name of "The Marine Insurance Company of Philadelphia," and all deposits for the safe keeping of the monies and securities of the said company, shall be made in the Philadelphia bank or bank of Pennsylvania, or any other state bank, in such manner and terms that the same shall always appear to be the property of the company, and be subject only to the drafts or orders of their proper officer or officers as such.

7th. The directors of the company for the time being, shall have full power and authority, and they are hereby expressly empowered and authorized from time to time, to sell, dispose of, and transfer, and to cause to be sold, disposed of, and transferred, all, or any of the public or other securities, stock, or evidences of debt or duty in which the capital stock and funds of the company shall be invested as aforesaid, and the proceeds of any such sale, disposition, and transfer to revest in the same or in any other of the aforesaid securities, and stocks according to the provisions and regulations aforesaid.

ARTICLE II. Of the Organization of the Company.

1st. The affairs of the company shall be managed by thirteen directors, to be chosen by ballot, on the third Monday of January in each and every year hereafter, and shall serve for one year next ensuing their election; and until others are chosen and no longer: Provided always nevertheless, that John Leamy, Henry Orth, Edward Russel, William Maris, William Brown, William Bethel, J. W. Clement, David Walker, Edward Tilghman, junior, Abraham Piesch, James L. Cuthbert, Thomas Harper, George Smith, Thomas Ketland, Reeve Lewis, and William S. Willing, shall be the present directors, and

shall continue in office until the third Monday in January, one thousand eight hundred and ten, and until others shall be chosen. The directors shall be chosen by a plurality of the votes of the stockholders in person, or by proxy; but in the former case, no stockholder shall vote unless the stock shall have stood in his or her own name at least three months preceding the election; and in the latter case the proxy shall be derived immediately from the stockholders owning the share or shares for which it is given in their own right for the term aforesaid, the written evidence thereof to be deposited with the directors at the time of giving such vote, and the person holding the same, shall be a citizen of this state; and none but citizens of Pennsylvania, resident within the state, shall be entitled to vote as proxies. The votes of the stockholders for directors, shall be given by ballot; no stockholder shall have more than fifty votes, and the votes shall be given, received, and counted in public, according to the following ratio, to wit: A stockholder having thirty shares or less, shall have one vote for each share, and for all shares above thirty, at the rate of one vote for every five shares, so as not to exceed fifty votes.

2d. There shall be a general meeting of the stockholders holden at the office of the company on the second Monday in January, in every year, and a number of stockholders, who together shall be proprietors of at least one thousand shares, may at any other time call a general meeting of the stockholders upon business interesting to the company, giving at least three weeks previous notice in two newspapers printed in the city of Philadelphia, the stockholders present or by proxy shall decide upon all questions coming before any general meeting, by a plurality of votes, subject always to the regulations herein-before specified in the case of the election of directors as to votes given by proxies, and as to the ratio of voting according to the number of shares; the stockholders at their general meetings may make and ordain all necessary and lawful rules and regulations for governing and well ordering the affairs of the company; they shall fix the compensa-

tion to be allowed to the president or to any of the directors, and they may require from the directors or any other officers of the company any information which they shall think useful and proper, together with the inspection of any books, papers and documents belonging to the company, with which requisition the directors and officers shall promptly comply.

3d. The directors at the time of their election shall be citizens of Pennsylvania, resident therein, and they shall serve for one year next ensuing their election, and until other directors shall be chosen and no longer. Each director at the time of his election and during his continuance as such, shall be the holder of at least ten shares in his own right. At the first meeting after their election, the directors shall choose one of their number as president, and in case of the death, resignation or inability of the president or any director, the vacancy shall be supplied by the board of directors for the remainder of the period only, during which such president or director was elected to serve. The directors for the time being (besides the other powers herein given), shall and may appoint such officers, clerks and other persons as they may deem necessary and proper for transacting the business of the company, allowing a reasonable compensation for the services of such officers, clerks and other persons respectively; they shall and may also exercise all such powers and perform all such duties for the well governing and ordering of the affairs of the said company, as the said stockholders at any general meeting shall declare and prescribe; and they shall prepare and lay before the stockholders at each and every general meeting a full and true statement of the affairs of the company.

ARTICLE III. Of the Objects and Contracts to which the Capital of the Company shall be applied.

1st. The president and directors shall have full power and authority in the name and on behalf of the company, to make all kinds of marine insurance, all kinds of insurance upon the inland transportation of goods, wares, and merchandises, all kinds of insurance against fire in town or country in this state,

or in any other of the United States, and insurance upon a life or lives, and they may also lend money upon bottomry and respondentia, and generally to do, transact, and perform all matters and things relating to the said objects, subject always to the regulations and restrictions herein contained, and to such regulations and restrictions as the stockholders shall from time to time devise and prescribe.

2d. All 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 act, as well with the members of the company individually, as with other persons, and shall be subscribed by the president as president of "The Marine Insurance Company of Philadelphia," and all losses arising on any policy so subscribed, shall be adjusted and paid by the president and directors agreeably to the terms of the policy, out of the joint funds of the company exclusively.

ARTICLE IV. Of the Permanent Rules for transacting the Business of the Company.

1st. The directors shall meet as a board, and shall also divide themselves into committees, each committee consisting of at least two directors. The committees shall attend in weekly rotation at the office of the company, and together with the president, shall have full power and authority to transact the current business of the company, subject always to the provisions contained in these articles, to the rules and regulations made and established by the stockholders, and to the orders and instructions of the board of directors.

2d. The board of directors shall hold stated meetings at least once in every fortnight, and occasional meetings whenever summoned by the president. The president shall preside at all meetings of the board, and in case of his sickness or necessary absence, his place may be supplied by any other director who shall be appointed by the board of directors. A quorum of the board shall consist of five directors, the president being one; but in his absence the quorum shall consist of at least eight directors. All questions before the board

shall be decided viva voce by a plurality of votes of the directors present; and no vote shall be reconsidered by a smaller number of directors than were present when the vote was originally taken.

3d. The directors shall, on the first Monday of January, and on the first Monday of July in each and every year, declare a dividend of so much of the profits of the company as to them shall appear advisable, and such dividend shall be paid to the respective stockholders, or to their respective agents, duly empowered, in ten days after declaring the same; but the monies received as premiums on risks, which shall be undetermined at the time of declaring the dividends respectively, shall not be computed as part of the profits of the company.

4th. In case any loss shall at any time happen, by which the capital stock of the company shall be diminished, no dividend shall be made until the amount of such diminution shall be replaced and added to the capital. And any president, and every director consenting to declare, make, and pay any dividend until the diminution is so replaced, shall be accountable for, and pay to the company for their use, the amount of the dividend declared and paid in violation of the prohibition aforesaid.

Section IV. (Section IV, P. L.) And be it further enacted by the authority aforesaid, That there shall be paid into the treasury of this commonwealth by the said company, one per cent. annually, on the amount of their capital stock, whenever the company divides more than nine per cent per annum, on such capital stock; and it shall be the duty of the president to prove, upon oath, before the mayor of the city of Philadelphia, the amount of dividends made within each year, and cause the same to be laid before the legislature: Provided, the same shall not take effect until after the expiration of the several acts of incorporation heretofore granted to the other six insurance companies now chartered in the city of Philadelphia, which will be on the first day of January, in the year of

our Lord, one thousand eight hundred and fifteen, nor then unless the same condition shall be attached to charters of insurance companies thereafter granted.

Section V. (Section V, 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 twenty-seven: Provided, that for the liquidation and settlement of all the past transactions and accounts of the said company, the corporate powers thereof shall be and continue effectual to all intents and purposes. And provided further, that if it shall appear that the charter or privileges hereby granted to the said company, are injurious to the citizens of this commonwealth, the legislature shall have full power to repeal and annul this act at any time they may think proper.

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CHAPTER MMMLIV.

AN ACT MAKING A NEW ARRANGEMENT OF THE TREASURY DEPARTMENT, AND ENJOINING CERTAIN DUTIES ON COUNTY COMMISSIONERS.

Whereas the office of comptroller general was instituted by act of April thirteenth, one thousand seven hundred and eighty-two,⁽¹⁾ principally for the purpose of liquidating and settling claims against the commonwealth, for services performed, monies advanced, or articles furnished during the revolutionary war; a period which had produced a greater portion of accounts and demands against the state, than any other in the history of Pennsylvania: but the expectation of the legislature not having been realized, and the accounts of the commonwealth, from various causes, becoming complicated and confused, the register general's office was instituted by act of March twenty-eighth, one thousand seven hundred