

CHAPTER EIGHTEEN.

GENERAL INCORPORATION.

- Sec.
519. Creation of corporations by general law.
- INSTITUTIONS OF LEARNING.
520. How may be incorporated.
521. Corporate powers.
522. Acquisition of property.
523. Tenure of property.
524. Funds, how to be applied.
525. Bequests, &c., how to be applied.
526. Limit to the amount of land corporation may hold.
527. Land reverts to original donor, when.
528. Appointment of officers, &c.
529. May require treasurer to give bond.
530. Annual statement.
531. Process against corporation.
532. Prosecutions for forfeiture.
- RELIGIOUS SOCIETIES.
533. Limit to ownership of land.
534. Corporate name; trustees.
535. Certificate of trusteeship.
536. Rules and regulations.
537. Successors.
538. Failure to choose trustees.
539. Corporate powers.
540. Title to real estate.
541. Uses and conveyances of property.
542. Mortgages and deeds of trust.
543. Reversion of property, when.
544. Private schools for religious purposes.
- SOCIETIES, BENEVOLENT, EDUCATIONAL, &C.
545. Societies, how formed.
546. Corporate powers.
547. Election of officers; by-laws.
548. Reorganization of existing societies.
549. Sale of real estate.
550. Surrender of corporate powers.
551. Limit of time for holding real estate.
552. Not to use name previously adopted.
- MANUFACTURING, AGRICULTURAL, MINING, MECHANICAL, INSURANCE, MERCANTILE, TRANSPORTATION, MARKET, AND SAVINGS-BANK CORPORATIONS.
553. Companies, how formed.
554. Corporate powers.
555. Trustees.
556. Mode of election.
557. Non-election of trustees not to dissolve company.
558. Officers.
559. By-laws.
560. Forfeiture for non-payment of assessments.
561. Stock to be personal estate; transfers.
562. Liability of stockholders.
563. Certificate of payment of capital stock.
564. When capital must be paid in full.
565. Nothing but money to be payment of capital stock.
- Sec.
566. Annual report of company.
567. Liability of trustees for failure to make report.
568. Penalty for making false certificate.
569. Funds not to be invested in stocks of other companies.
570. Loans to stockholders prohibited; liability.
571. Liability for unlawful dividends.
572. Trustees filing objections relieved.
573. When indebtedness exceeds capital stock; liability.
574. Personal liability for debts.
575. Limitation.
576. Executors, &c., not personally liable.
577. Representation of stock by executors, &c.
578. Stock held as collateral.
579. Stock-book to be kept.
580. To be open to inspection.
581. Transfers not valid unless recorded.
582. Stock-book to be presumptive evidence.
583. Penalty for neglect of officers.
584. Additional penalty of company.
585. Companies may increase or diminish capital stock, how.
586. When not to be diminished.
587. Reorganization of existing companies.
588. Meeting of stockholders.
589. Organization of meeting.
590. Proceedings.
591. When change shall be deemed made.
592. What vote sufficient.
593. Certified copy of certificate to be evidence.
- CEMETERY ASSOCIATIONS.
594. Formation of association; corporate powers.
595. May acquire land, how.
596. Survey, plat, and record.
597. General powers of association.
598. Proceeds of sale of lots.
599. Officers, how chosen.
600. First election.
601. Subsequent elections, who may vote.
602. By-laws.
603. Exemptions.
604. Dedication of land for burial-ground.
- BOARDS OF TRADE.
605. Board, how formed.
606. Corporate powers.
607. May hold real estate; limit.
608. Board of directors.
609. Election of officers.
610. Tenure of office.
611. Rules and regulations.
612. Fines.
613. Arbitration.
614. Award.
615. Submission bond not required; notice.
616. Power of committee of reference to issue subpoenas.
617. Restrictions upon carrying on business.

Sec.

RAILROAD COMPANIES.

- 618. Railroad companies, how formed.
- 619. Corporate powers.
- 620. Certified copies of articles of association to be prima-facie evidence.
- 621. Subscription books to be opened.
- 622. Allotment of stock.
- 623. Stockholders' annual meeting.
- 624. Duties of judges of election.
- 625. Their certificate; its authority.
- 626. Directors; number, qualifications, and term of office.
- 627. How chosen.
- 628. Non-election of directors, how remedied.
- 629. Stockholders' special meetings, how called.
- 630. Proceedings; adjournment.
- 631. By-laws.
- 632. Officers, how chosen.
- 633. Removal of president.
- 634. Annual statement of affairs.
- 635. May be called for at any meeting.
- 636. Stock to be personal estate, how transferred.
- 637. Subscriptions to stock, how called in.
- 638. Certificate of amount of capital stock paid up.
- 639. Increase of capital stock.
- 640. Increase, how made.
- 641. Limit to the amount of increase.
- 642. Suits for installments of subscription.
- 643. General powers, liabilities, and restrictions of corporation.
- 644. Map and profile of road.
- 645. Alteration of line.
- 646. Tracks crossing highways.

Sec.

- 647. Compensation for land.
- 648. Right to acquire title to lands.
- 649. Appropriation of lands.
- 650. Description to be deposited with clerk of court.
- 651. Purchase of lands from owner or guardian.
- 652. Proceedings in cases of appropriation.
- 653. Notice by advertisement, when.
- 654. Appointment of appraisers.
- 655. Assessment of damages.
- 656. Payment or tender.
- 657. Cost of award.
- 658. Review on appeal.
- 659. Company may take possession, when.
- 660. Costs of arbitration.
- 661. Money to be paid into court, when.
- 662. Court to protect rights of parties in trust, &c.
- 663. Defective title, how may be perfected.
- 664. Power to borrow money and issue bonds; restriction.
- 665. Annual report.
- 666. Carrying the mails.
- 667. Making up trains.
- 668. Accommodation of the public.
- 669. Penalty for refusal.
- 670. Passenger refusing to pay fare.
- 671. Employes to wear badge.
- 672. Not to exercise authority without badge.
- 673. Route and termini of road to be approved by Congress.
- 674. Regulation by Congress of management and rates of fare and freight.
- 675. Construction of this chapter.
- 676. Repeal by Congress.

SEC. 519. Corporations may be formed within the District, for the purposes mentioned in this chapter, in the following manner :

Creation of corporations by general law.

5 May, 1870, c. 80, v. 16, pp. 98-116. Potomac Com. *vs.* Gilman, 2 Cranch, C. C., 243.

CLASS 1.

INSTITUTIONS OF LEARNING.

SEC. 520. Any five or more persons, desirous of associating themselves for the purpose of establishing an institution of learning, may make, sign, and acknowledge, before any officer authorized to take acknowledgment of deeds in the District, and file in the office of the recorder of deeds, a certificate in writing, to be recorded in a book kept for that purpose, and open to public inspection, in which shall be stated—

How may be incorporated.

5 May, 1870, c. 80, s. 1, v. 16, pp. 98, 99.

First. The name or title by which the institution shall be known in law.

Second. The number of trustees, directors, or managers, and their names.

Third. The particular branch of literature and science, or either of them, proposed to be taught; and

Fourth. If the institution is to be of the rank of a college or university, the number and designation of the professorships to be established.

SEC. 521. Upon filing such certificate, the persons signing and acknowledging the same, and their successors and associates, shall be a body politic and corporate, by the name and style stated in the certificate, and by that name and style shall have perpetual succession, with power to sue and be sued, plead and be impleaded, to acquire, hold, and convey property in all lawful ways, to have and use a common seal, and to alter and change the same at pleasure, to make and alter, from time to time, such by-laws, not inconsistent with the Constitution of the

Corporate powers.

Ibid.

<p>Acquirement of property.</p> <hr/> <p>5 May, 1870, c. 80, s. 1, v. 16, pp. 98, 99.</p>	<p>United States or the laws in force in the District, as they may deem necessary for the government of the institution, and to confer upon such persons as may be considered worthy such academical or honorary degrees as are usually conferred by similar institutions.</p> <p>SEC. 522. Such corporation shall be competent in law and equity to take to themselves, in their corporate name, real, personal, or mixed property, by gift, grant, bargain and sale, conveyance, will, devise, or bequests of any persons whomsoever, and to grant, bargain, sell, convey, devise, let, place out at interest, or otherwise dispose of the same for the use of the institution, in such manner as shall seem most beneficial thereto.</p>
<p>Tenure of property.</p> <hr/> <p>Ibid.</p>	<p>SEC. 523. Such corporation shall hold the property of the institution solely for the purposes of education, and not for the individual benefit of themselves, or of any contributor to the endowment thereof.</p>
<p>Funds, how to be applied.</p> <hr/> <p>Ibid.</p>	<p>SEC. 524. The trustees, directors, or managers of any such corporation shall faithfully apply all the funds collected or the proceeds of the property belonging to the institution, according to their best judgment, in erecting or completing suitable buildings, supporting necessary officers, instructors, and servants, and procuring books, maps, charts, globes, and philosophical, chemical, and other apparatus necessary to the success of said institution.</p>
<p>Bequests, &c., how to be applied.</p> <hr/> <p>Ibid.</p>	<p>SEC. 525. In case any donation, devise, or bequest shall be made for particular purposes, in accordance with the designs of the institution, and the corporation shall accept the same, such donation, devise, or bequest shall be applied in conformity with the express condition of the donor or deviser.</p>
<p>Limit to amount of land corporation may hold.</p> <hr/> <p>Ibid.</p>	<p>SEC. 526. No such corporation shall hold more land at any one time than necessary for the purposes of education, as set forth in its articles of association, unless it shall have received the same by gift, grant, or devise, and in such case the corporation shall be required to sell or dispose of the same within ten years from the time the title thereto is acquired.</p>
<p>Land reverts to original donor, when.</p> <hr/> <p>Ibid.</p>	<p>SEC. 527. On failure to so dispose of the land, so much of the same over and above the amount necessary to be used as provided in the preceding section shall revert to the original donor, grantor, deviser, or their heirs.</p>
<p>Appointment of officers, &c.</p> <hr/> <p>Ibid.</p>	<p>SEC. 528. Such corporation shall have power to appoint a president or principal for the institution, and such professors or servants as may be necessary, and to displace any of them, as the interests of the institution require; to fill vacancies which may happen by death, resignation, or otherwise, among such officers or servants; and to prescribe and direct the course of studies to be pursued in the institution.</p>
<p>May require treasurer to give bond.</p> <hr/> <p>Ibid.</p>	<p>SEC. 529. Such corporation may require the treasurer of the institution, and all other agents thereof, before entering upon the duties of their appointment, to give bonds for the security of the corporation in such sums and with security deemed sufficient by the corporation.</p>
<p>Annual statement.</p> <hr/> <p>Ibid.</p>	<p>SEC. 530. It shall be the duty of the trustees of any institution, or a majority of them, to file, on or before the first Monday in January in each year, in the office of the recorder of deeds, a statement of the trustees and officers of the institution, with an inventory of its property and liabilities and students, and such other information as will exhibit its condition or operation.</p>
<p>Process against corporation.</p> <hr/> <p>Ibid.</p>	<p>SEC. 531. All process against any such corporation shall be by summons, and the service of the same shall be by leaving an attested copy thereof with the president, secretary, or treasurer, or at the office of the corporation, at least sixty days before the return-day thereof.</p>
<p>Prosecution for forfeiture.</p> <hr/> <p>Ibid.</p>	<p>SEC. 532. In case any such corporation shall at any time violate or fail to comply with any of the preceding provisions, upon complaint being made to the supreme court of the District, a writ of quo warranto shall issue, and the district attorney of the United States or the attorney of the District shall prosecute, in behalf of the people, for a forfeiture of all rights and privileges secured by this chapter to such corporation.</p>

CLASS 2.

RELIGIOUS SOCIETIES.

<p>SEC. 533. It shall be lawful for the members of any society or congregation in the District, formed for the purpose of religious worship, to receive by gift, devise, or purchase, a quantity of land not exceeding an acre, and to erect thereon such houses and buildings, and to make such other use of the land and such other improvements thereon, as may be deemed necessary for the purposes named, and for the comfort and convenience of the society or congregation.</p>	<p>Limit to ownership of land. <hr/>5 May, 1870, c. 80, s. 2, v. 16, pp. 99, 100.</p>
<p>SEC. 534. Such society or congregation may assume a name, and elect or appoint any number of trustees, not exceeding ten, who shall be styled trustees of such society or congregation by the name so assumed.</p>	<p>Corporate name; trustees. <hr/></p>
<p>SEC. 535. The persons elected or appointed as trustees shall immediately thereafter make a certificate under their hands and seals, stating the date of their election or appointment, the name of the society or congregation, and length of time for which they were elected or appointed, which shall be verified by the affidavit of one of the persons making the same, and shall be filed and recorded in the office of the recorder of deeds of the District.</p>	<p>Ibid. Certificate of trusteeship. <hr/>Ibid.</p>
<p>SEC. 536. The trustees shall hold office during the period stated in their certificates; and every such society or congregation shall have power to provide for filling vacancies in the office of trustee, and to remove trustees from office, and to adopt such rules and regulations in relation to the duties of trustees, and the management of its estate, as the members may deem proper, not inconsistent with the Constitution of the United States and laws in force in the District.</p>	<p>Rules and regulations. <hr/>Ibid.</p>
<p>SEC. 537. At the expiration of the term of service of any trustee, the society or congregation shall elect or appoint successors, who shall continue in office for such period as may be limited by the society or congregation; and a certificate of their appointment or election shall be made by the trustees whose term of service shall have expired, which shall be verified by affidavit and filed and recorded as provided in the election of officers in the first instance.</p>	<p>Successors. <hr/>Ibid.</p>
<p>SEC. 538. A failure to elect or appoint trustees at the proper time shall not work a dissolution of the society or congregation; but the trustees last elected or appointed shall be considered as in office until another election or appointment shall take place.</p>	<p>Failure to choose trustees. <hr/>Ibid.</p>
<p>SEC. 539. Such trustees and their successors shall have perpetual succession and existence, and shall be capable in law to sue and be sued, implead and be impleaded, answered and be answered unto, defend and be defended, in all courts of law or equity whatsoever, in and by the name and style assumed as provided in section five hundred and thirty-four.</p>	<p>Corporate powers. <hr/>Ibid.</p>
<p>SEC. 540. The title to land authorized to be purchased, and to the buildings and improvements thereon, shall be vested in the trustees by their assumed name, and their successors forever; and the same shall be held for the uses and purposes named and no other.</p>	<p>Title to real estate. <hr/>Ibid.</p>
<p>SEC. 541. The trustees shall have power, under the direction of the society or congregation, to sell and execute deeds and conveyances of the property authorized to be held by the society or congregation; and such deeds or conveyances shall have the same effect as like deeds or conveyances made by natural persons; but no deed or conveyance shall be made so as to defeat or destroy the interest or effect of any grant, donation, or bequest, and all grants, donations, and bequests shall be appropriated and used as directed by the person making the same.</p>	<p>Uses and conveyances of property. <hr/>Ibid.</p>
<p>SEC. 542. The trustees shall have power, under the direction of the society or congregation by whom they were elected or appointed, to execute mortgages or deeds of trust in the nature of mortgages, upon the estate and property which any society or congregation are authorized to hold, or to lease the same for a term not exceeding ten</p>	<p>Mortgages and deeds of trust. <hr/>Ibid.</p>

years. And such mortgages, deeds, and conveyances shall have the same effect and be enforced by the same remedies and proceedings as like mortgages, deeds, leases, and conveyances made by natural persons.

Reversion of property; when.

5 May, 1870, c. 80, s. 2, v. 16, pp. 99, 100.

Private schools for religious purposes.

Ibid.

SEC. 543. Upon the dissolution of any society or congregation, the estate and property of such society or congregation shall revert back to the persons, their heirs and assigns, who may have given or contributed to the purchase of or payment for the same, according to their respective rights.

SEC. 544. The provisions of the eleven preceding sections are intended to extend to members of societies formed to establish and maintain private schools for religious purposes, but shall not be construed as conferring privileges or any benefits to such societies under the school-laws of the District.

CLASS 3.

SOCIETIES, BENEVOLENT, EDUCATIONAL, ETC.

Societies; how formed.

Ibid., s. 3, pp. 101, 102.

SEC. 545. Any three or more persons of full age, citizens of the United States, a majority of whom shall be citizens of the District, who desire to associate themselves for benevolent, charitable, educational, literary, musical, scientific, religious, or missionary purposes, including societies formed for mutual improvement, or for the promotion of the arts, may make, sign, and acknowledge before any officer authorized to take acknowledgment of deeds in the District, and file in the office of the recorder of deeds, to be recorded by him, a certificate in writing, in which shall be stated—

First. The name or title by which such society shall be known in law.

Second. The term for which it is organized, not exceeding twenty years.

Third. The particular business and objects of the society.

Fourth. The number of its trustees, directors, or managers for the first year of its existence.

Corporate powers.

Ibid.

SEC. 546. Upon filing their certificate, the persons who shall have signed and acknowledged the same, and their associates and successors, shall be a body politic and corporate, by the name stated in such certificate; and by that name they and their successors may have and use a common seal, and may alter and change the same at pleasure, and may make by-laws and elect officers and agents; and may take, receive, hold, and convey real and personal estate necessary for the purposes of the society as stated in their certificate.

Election of officers; by-laws.

Ibid.

SEC. 547. Such incorporated society may annually, or oftener, elect from its members its trustees, directors, or managers, at such time and place and in such manner as may be specified in its by-laws, who shall have the control and management of the affairs and funds of the society, and a majority of whom shall be a quorum for the transaction of business, and whenever any vacancy shall happen among such trustees, directors, or managers, the vacancy shall be filled in such manner as shall be provided by the by-laws of the society.

Re-organization of existing societies.

Ibid.

SEC. 548. The trustees, directors, or stockholders of any existing benevolent, charitable, educational, musical, literary, scientific, religious, or missionary corporation, including societies formed for mutual improvement, may, by conforming to the requirements herein, re-incorporate themselves, or continue their existing corporate powers under this chapter, or may change their name, stating in their certificate the original name of such corporation as well as their new name assumed; and all the property and effects of such existing corporation shall vest in and belong to the corporation so re-incorporated or continued.

Sale of real estate.

Ibid.

SEC. 549. Such corporations may sell and dispose of any real estate they may acquire by purchase, gift, or devise, as follows: Whenever any lot purchased for the use of the corporation, or any building

erected thereon, shall become ineligible for the uses for which the lot was purchased or the building erected, to be determined by a vote of two-thirds of the shares of the stock of the corporation or the members of the corporation, at a meeting of the stockholders, or corporators, or members specially called for that purpose, the proceedings of which meeting shall be duly entered in the records of the corporation, said lot or building may be sold, and the proceeds thereof may be vested in another lot, or in the erection of another building, or both.

SEC. 550. When any real estate shall have been devised or given to any such corporation for any specified benevolent purpose, and where, by a vote of three-fourths of the stock held by the stockholders, or three-fourths of the corporators, if no shares of stock have been created, at a meeting called for the purpose, of which such stockholders or corporators or members shall have at least ten days' notice, the corporation shall determine to surrender their corporate powers and cease to act under the same, said real and personal estate so acquired shall be sold at public auction, proper notice of the time and place of sale having been given, and the proceeds of the sale equitably distributed among the stockholders or corporators, or disposed of for the promotion and advancement of the objects for which such corporation was originally organized.

Surrender of corporate powers.
5 May, 1870, c. 80, s. 3, v. 16, pp. 101, 102.

SEC. 551. No corporation acting under the six preceding sections shall hold real estate more than five years, except so much as shall be necessary for the purposes named in its certificate.

Limit of time for holding real estate.

SEC. 552. The provisions of this chapter shall not extend or apply to any association or individual who shall, in the certificate filed with the recorder of deeds, use or specify a name or style the same as that of any previously existing incorporated body in the District.

Ibid.
Not to use any name previously adopted.
Ibid.

CLASS 4.

MANUFACTURING, AGRICULTURAL, MINING, MECHANICAL, INSURANCE, MERCANTILE, TRANSPORTATION, MARKET, AND SAVINGS-BANK CORPORATIONS.

SEC. 553. Any three or more persons who desire to form a company for the purpose of carrying on any kind of manufacturing, agricultural, mining, mechanical, insurance, mercantile, transportation, or marketing business, in the District or savings bank therein, may make, sign, and acknowledge, before some officer competent to take the acknowledgment of deeds, and file in the office of recorder of deeds a certificate in writing, in which shall be stated :

Companies, how formed.
Ibid., s. 4, p. 102.
17 June, 1870, c. 131, s. 2, v. 16, p. 153.

First. The corporate name of the company and the object for which it is formed.

Thomas Davis vs. Georgetown Bridge Co., 1 Cranch, C.C., 147; Rockville and W. T. P. Co. vs. Van Ness, 2 Cranch, C. C., 449.

Second. The term of its existence, not exceeding twenty years, except in case of corporations formed only for the purpose of life-insurance.

Third. The amount of the capital stock of the company, and the number of shares of which said stock shall consist.

Fourth. The number of trustees who shall manage the concerns of the company for the first year, and their names.

Fifth. The name of the place in the District in which the operations of the company are to be carried on.

SEC. 554. When the certificates shall have been filed, in accordance with the provisions of the preceding section, the persons who shall have signed and acknowledged the same, and their successors, shall be a body politic and corporate in fact and in name, by the name stated in such certificate, and by that name have succession, and be capable of suing and being sued in any court of law or equity in the District; and they and their successors may have a common seal, and make and alter the same at pleasure, and they shall by their corporate name be capable in law of purchasing, holding, and conveying any real or personal estate whatever which may be necessary to enable the company to carry on its

Corporate powers.
5 May, 1870, c. 80, s. 4, v. 16, p. 102.

operations named in such certificate, but shall not mortgage such estate, or give any lien thereon, except in pursuance of a vote of the stockholders of the company.

Trustees.

5 May, 1870, c. 80,
s. 4, v. 16, p. 102.

SEC. 555. The stock, property, and concerns of such company shall be managed by not less than three or more than nine trustees, who shall, respectively, be stockholders, and a majority citizens of the District, and shall, except the first year, be annually elected by the stockholders, at such time and place as shall be determined by the by-laws of the company.

Mode of election.

Ibid., p. 103.
Rockville and
W. T. P. Co. vs.
Van Ness, 2 Cranch,
C. C., 449.

SEC. 556. Public notice of the time and place of holding such election shall be published not less than thirty days previous thereto, in the newspaper printed nearest to the place where the operations of the company shall be carried on, and the election shall be made by such of the stockholders as shall attend for that purpose, either in person or by proxy. All the elections shall be by ballot, and each stockholder shall be entitled to as many votes as he owns shares of stock in the company, and the persons receiving the greatest number of votes shall be trustees: and when any vacancy shall happen among the trustees, it shall be filled for the remainder of the year in such manner as may be provided by the by-laws of the company.

Non-election of
trustees not to dis-
solve company.

Ibid.

SEC. 557. In case it shall happen at any time that an election of trustees shall not be made on the day designated by the by-laws of said company, when it ought to have been made, the company for that reason shall not be dissolved, but it shall be lawful on any other day to hold an election for trustees, in such manner as shall be provided by the by-laws, and all acts of trustees shall be valid and binding as against said company until their successors shall be elected.

Officers.

Ibid.

SEC. 558. There shall be a president of the company, who shall be designated from the trustees, and also such subordinate officers, who may be elected or appointed, and required to give security for the faithful performance of the duties of their office, as the company by its by-laws may require.

By-laws.

Ibid.

SEC. 559. The trustees shall have power to make such prudential by-laws as they deem proper for the management and disposal of the stock and business affairs of such company, not inconsistent with the laws of the District and the Constitution of the United States, and prescribing the duties of officers, artificers, and servants that may be employed, for the appointment of all officers, and for carrying on all kinds of business within the objects and purposes of such company.

Forfeiture for
non-payment of
assessments.

Ibid.

SEC. 560. It shall be lawful for the trustees to call in and demand from the stockholders all such sums of money by them subscribed, at such times and in such installments as the trustees shall deem proper, under the penalty of forfeiting the shares of stock subscribed for and all previous payments made thereon, if payment shall not be made by the stockholder within sixty days after a personal demand or a notice requiring such payment shall have been published for six successive weeks in a newspaper in the District.

Stock, personal
estate; transfers.

Ibid.

SEC. 561. The stock of such company shall be deemed personal estate, and shall be transferable in such manner as shall be prescribed by the by-laws of the company; but no shares shall be transferable until all previous calls thereon shall have been fully paid in, or shall have been declared forfeited for non-payment.

Liability of
stockholders.

Ibid.

SEC. 562. All the stockholders of every company incorporated under this chapter shall be severally individually liable to the creditors of the company in which they are stockholders, to an amount equal to the amount of stock held by them respectively, for all debts and contracts made by such company, until the whole amount of capital stock fixed and limited by such company shall have been paid in and a certificate thereof shall have been made and recorded, as prescribed in the following section.

Certificate of
payment of capital
stock.

Ibid.

SEC. 563. The president and a majority of the trustees, within thirty days after the payment of the last installment of the capital stock so fixed and limited, shall make a certificate stating the amount of the capital so fixed and paid in, which certificate shall be signed and sworn to

by the president and a majority of the trustees; and they shall within the said thirty days record the same in the office of the recorder of deeds of the District.

SEC. 564. The capital stock so fixed and limited shall be paid in, one-half within one year, and the other half thereof within two years from the incorporation of the company, or such corporation shall be dissolved.

When capital must be paid in full.

5 May, 1870, c. 80, s. 4, v. 16, p. 102.

SEC. 565. Nothing but money shall be considered as payment of any part of the capital stock.

Money only to be payment.

Ibid.

SEC. 566. Every such company shall annually, within twenty days from the first of January, make a report, which shall be published in a newspaper in the District, which shall state the amount of capital, and of the proportion actually paid, and the amount of existing debts; which report shall be signed by the president and a majority of the trustees, and shall be verified by the oath of the president or secretary of the company, and filed in the office of the recorder of deeds of the District.

Annual report of company.

Ibid, p. 104.

SEC. 567. If any company fails to comply with the provisions of the preceding section, all the trustees of such company shall be jointly and severally liable for the debts of the company then existing, and for all that shall be contracted before such report shall be made.

Liability of trustees for failure to make report.

Ibid.

SEC. 568. If any certificate or report made, or public notice given, by the officers of any company in pursuance of the provisions of this chapter shall be false in any material representation, all the officers who shall have signed the same, knowing it to be false, shall be jointly and severally liable for all the debts of the company contracted while they are stockholders or officers thereof.

Penalty for making false certificate.

Ibid.

SEC. 569. It shall not be lawful for any company to use any of their funds in the purchase of any stock in any other corporation.

Funds not to be invested in stocks of other companies.

Ibid.

SEC. 570. No loan of money shall be made by any company to any stockholder therein; and if any such loan shall be made to a stockholder, the officers who shall make it, or who shall assent thereto, shall be jointly and severally liable to the extent of such loan and interest, for all the debts of the company contracted while they are stockholders or officers thereof.

Loans to stockholders prohibited; liability.

Ibid.

SEC. 571. If the trustees of any company shall declare and pay any dividend the payment of which would render it insolvent, or which would diminish the amount of its capital stock, they shall be jointly and severally liable for all the debts of the company then existing, and for all that shall be hereafter contracted, while they shall respectively remain in office.

Liability for unlawful dividends.

Ibid.

SEC. 572. If any of the trustees shall object to declaring such dividend, or the payment of the same, and shall at any time before the time fixed for the payment thereof file a certificate of their objection in writing with the secretary of the company and with the recorder of deeds of the District, they shall be exempt from the liability prescribed in the preceding section.

Trustees filing objections relieved.

Ibid.

SEC. 573. If the indebtedness of any company shall at any time exceed the amount of its capital stock, the trustees of such company assenting thereto shall be personally and individually liable for such excess to the creditors of the company.

When indebtedness exceeds capital stock; liability.

Ibid., p. 105.

SEC. 574. The stockholders of any company organized under the provisions of this chapter shall jointly, severally, and individually be liable for all debts that may be due and owing to all their laborers, servants, and apprentices, for services performed for such corporation, and shall be individually liable for all debts of said corporation to the amount of the stock of each stockholder.

Personal liability for debt.

Ibid., pp. 104, 105.

SEC. 575. No stockholder shall be personally liable for the payment of any debt contracted by any such company which is not paid within one year from the time the debt becomes due, unless a suit for the col-

Limitation.

Ibid., p. 106.

lection of such debt shall be brought against the company within one year after the debt became due; and no suit shall be brought against any stockholder who shall cease to be a stockholder in any such company, for any debt contracted by the company, unless the same shall be commenced within two years from the time he shall have ceased to be a stockholder, nor until an execution against the company shall have been returned unsatisfied in whole or in part.

Executors, &c.,
not personally liable.

5 May, 1870, c. 80,
s. 4, v. 16, p. 104.

Representation
of stock held by
executors, &c.

Ibid.

Stock held as
collateral.

Ibid.

Stock-book to be
kept.

Ibid., p. 106.

To be open to in-
spection.

Ibid.

Transfers not
valid unless re-
corded.

Ibid.

Stock-book to be
presumptive evi-
dence.

Ibid.
Penalty for neg-
lect of officers.

Ibid.

Additional pen-
alty of company.

Ibid.

Companies may
increase or dimin-
ish capital stock.

Ibid., p. 105.

SEC. 576. No person holding stock in such company as executor, administrator, guardian, or trustee, shall be personally subject to any liability as stockholder of such company, but the estate and funds in the hands of such executor, administrator, guardian, or trustee, shall be liable in like manner and to the same extent as the testator or intestate, or the ward or person interested in such trust-fund would have been if he had been living and competent to act and hold the stock in his own name.

SEC. 577. Every such executor, administrator, guardian, or trustee, shall represent the stock in his hands at all meetings of the company, and may vote accordingly as a stockholder.

SEC. 578. No person holding stock in such company as collateral security shall be personally subject to any liability as stockholder of such company, but the person pledging such stock shall be considered as holding the same, and shall be liable as a stockholder accordingly; and every person who shall pledge his stock as collateral security may, nevertheless, represent the same at all meetings, and vote as a stockholder.

SEC. 579. It shall be the duty of the trustees of every corporation formed under this chapter to cause a book to be kept by the treasurer or secretary thereof, containing the names of all persons, alphabetically arranged, who are or shall within six years have been stockholders of such company, and showing their place of residence, the number of shares of stock held by them respectively, the time when they became owners of such shares, and the amount of stock actually paid in.

SEC. 580. Such book shall, during the usual business-hours of the day on every business-day, be open for inspection of stockholders and creditors of the company, and their personal representatives, at the office or principal place of business of such company in the District where its business operations shall be located, and any stockholder, creditor, or representative shall have a right to make extracts from such books.

SEC. 581. No transfer of stock shall be valid for any purposes whatsoever, except to render the person to whom it shall be transferred liable for the debts of the company, according to the provisions of this chapter, until it shall have been entered, as required by section five hundred and seventy-nine, by an entry showing to and from whom transferred.

SEC. 582. Such book shall be presumptive evidence of the facts therein stated in favor of the plaintiff in any suit or proceeding against such company, or against any one or more stockholders.

SEC. 583. Every officer or agent of any company who shall neglect to make any proper entry in such book, or shall refuse or neglect to exhibit the same, or to allow the same to be inspected and extracts to be taken therefrom, as herein provided, shall be deemed guilty of a misdemeanor, and the company shall pay to the party injured a penalty of fifty dollars for any such neglect or refusal, and all damages resulting therefrom.

SEC. 584. Every company that shall neglect to keep such book open for inspection, as provided in section five hundred and eighty, shall forfeit to the United States the sum of fifty dollars for every day it shall so neglect, to be sued for and recovered, in the name of the people, in the supreme court of the District, and when so recovered the amount shall be paid into the treasury of the District, for the use thereof.

SEC. 585. Any existing corporation heretofore formed in the District for any of the purposes mentioned in section five hundred and fifty-three, or any company which may be formed under this chapter, may increase or diminish its capital stock, by complying with the provisions of this

chapter, to any amount which may be deemed sufficient and proper for the purposes of the corporation, and may also extend its business to other manufacturing, mining, or mechanical business, subject to the provisions and liabilities of this chapter.

SEC. 586. Before any corporation shall be entitled to diminish the amount of its capital stock, if the amount of its debts and liabilities shall exceed the amount of capital to which it is proposed to be reduced, such amount of debts and liabilities shall be satisfied and reduced so as not to exceed such diminished amount of capital.

When not to be diminished.
5 May, 1870, c. 80, s. 4, v. 16, p 105.

SEC. 587. Any existing company heretofore formed may come under and avail itself of the privileges and provisions of this chapter by complying with the following provisions, and thereupon such company, its officers and stockholders, shall be subject to all the restrictions, duties, and liabilities of this chapter.

Re-organization of existing companies.
Ibid.

SEC. 588. Whenever any company shall desire to call a meeting of the stockholders for the purpose of availing itself of the privileges of this chapter, or for increasing or diminishing the amount of its capital stock, or for extending or changing its business, it shall be the duty of the trustees or directors to publish a notice signed by a majority of them in a newspaper in the District at least three successive weeks, and to deposit a notice thereof in the post-office addressed to each stockholder at his usual place of residence, at least three weeks previous to the day fixed upon for holding such meeting, specifying the object of the meeting and the time and place when and where such meeting shall be held.

Meeting of stockholders.
Ibid.

SEC. 589. If, at any time and place specified in the notice provided for in the preceding section, stockholders shall appear by proxy or in person, representing not less than two-thirds of all the shares of stock of the corporation, they shall organize and proceed to a vote of those present in person or by proxy.

Organization of meeting.
Ibid.

SEC. 590. If, on canvassing the votes, it shall appear that a sufficient number of votes are in favor of increasing or diminishing the amount of capital, or extending or changing the business of the company, or for availing itself of the privileges and provisions of this chapter, a certificate of the proceedings, showing a compliance with the provisions of this chapter, the amount of capital actually paid in, the business to which it is extended or changed, the whole amount of debts and liabilities of the company, and the amount to which the capital stock shall be increased or diminished, shall be made out, signed, and verified by the affidavit of the chairman, and be countersigned by the secretary.

Proceedings.
Ibid.

SEC. 591. Such certificate shall be acknowledged by the chairman, and filed as required by section five hundred and fifty-three, and when so filed the capital stock of such corporation shall be increased or diminished to the amount specified in the certificate, and the business extended or changed accordingly; and the company shall be entitled to the privileges and provisions and be subject to the liabilities of this chapter.

When change shall be deemed made.
Ibid.

SEC. 592. A vote of at least two-thirds of all the shares of the stock of a company shall be necessary to an increase or diminution of the amount of its capital stock, or the extension or change of its business, or to enable a company to avail itself of the provisions of this chapter.

What vote sufficient.
Ibid.

SEC. 593. A copy of any certificate of incorporation filed in pursuance of this chapter, certified by the recorder of deeds to be a true copy and of the whole of such certificate, shall be received in all courts and places as presumptive legal evidence of the facts therein stated.

Certified copy of certificate to be evidence.
Ibid.

CLASS 5.

CEMETERY ASSOCIATIONS.

SEC. 594. When five or more persons shall associate themselves together for the purpose of forming a cemetery association in the District, such persons shall have the power to adopt a corporate name, and by that name shall be known as a body corporate, and by that

Formation of association; corporate power.
Ibid., s. 5, pp. 106, 107.

name shall have perpetual succession and be invested with all powers, rights, privileges, liabilities, and immunities incident to corporations, and may have a common seal, and may alter or change the same at their pleasure.

May acquire land, how.

5 May, 1870, c. 80, s. 5, v. 16, pp. 106, 107.

Survey plat and record.

Ibid.

General powers of association.

Ibid.

Proceeds of sale of lots.

Ibid.

Officers, how chosen.

Ibid.

First election.

Ibid.

Subsequent election, who may vote.

Ibid.

By-laws.

Ibid.

Exemptions.

Ibid.

SEC. 595. Such persons, so associated, shall have power to acquire by gift, grant, or purchase any lot or lots of land not exceeding fifty acres, and lay out the same for a burial-place for the dead, with convenient aisles, and to sell the same for such purpose and for no other purposes, reserving a sufficient portion thereof for the burial of the stranger and indigent. [See § 1187.]

SEC. 596. They shall cause the land designed as a burial-ground to be surveyed and platted; and a plat of the ground, so surveyed, shall be recorded in the office of the recorder of deeds of the District. Each lot shall be duly numbered by the surveyor, and such number shall be marked on the plat and recorded.

SEC. 597. Such association shall have power to inclose and ornament their burial-ground, to build and erect a hearse-house and keep the same in proper repair; to purchase a hearse or hearses; and to do all other necessary acts to the end that all the appliances, conveniences, and benefit of a public and private cemetery may be obtained.

SEC. 598. The proceeds arising from the sale of lots, after deducting all expenses of purchasing and laying out the same, shall be applied, appropriated, and used in improving and ornamenting the burial-ground, or for other purposes named in this chapter.

SEC. 599. The officers of any such corporation shall be a president, a treasurer, who shall act as secretary, and three directors, who shall be severally chosen annually by ballot, and shall hold office until their successors are chosen. Any neglect to choose officers on the day fixed upon for that purpose shall not operate as a forfeiture of the act of incorporation, in accordance with the provisions of this chapter.

SEC. 600. The first election of officers by the persons associating, according to and for the purpose specified in section five hundred and ninety-four shall be at the time and place designated and agreed upon by a majority of the persons so associating themselves together, and no other than such persons shall vote at such election.

SEC. 601. At each subsequent election of officers of any such corporation the owner of a lot in said burial-ground shall be entitled to one vote in the election of officers of the corporation, and no more, and shall, by virtue of such membership, be a member of the corporation.

SEC. 602. Each corporation shall have power to establish and change by-laws, and prescribe rules and regulations for its government and the duties of its officers and the management of its property.

SEC. 603. The property of any such corporation, its grounds, lots, and appliances, shall be exempt from taxation and shall not be liable to sale on execution.

DEDICATION OF BURIAL-GROUNDS.

Dedication of land for burial-ground.

Ibid.

SEC. 604. Any person desiring to dedicate any lot of land, not exceeding five acres, as a burial-place for the interment of the dead, for the use of any society, association, or neighborhood, may, by deed, duly executed or recorded, convey such land to the District of Columbia, by the corporate name of said District of Columbia, specifying in such deed the society, association, or neighborhood for the use of which the dedication is desired to be made, and thereby vest the title to such land in perpetuity for the uses stated in the deed, and such land shall be thereafter exempt from taxes for all purposes whatever. [See § 1187.]

CLASS 6.

BOARDS OF TRADE.

Board, how formed.

SEC. 605. Any number of persons, not less than twenty, residing in the District, may associate themselves together as a board of trade, and

assemble at any time and place upon which a majority of the members so associating may agree, and elect a president and one or more vice-presidents, as they may see fit, and adopt a name, constitution, and by-laws, such as they may agree upon.

5 May, 1870, c. 80, s. 6, v. 16, pp. 107, 108.

SEC. 606. Such persons shall thereupon become a body corporate and politic in fact and in name, by the name and style, or title, which they may have adopted, and by that name shall have succession, shall be capable in law to sue and be sued, plead and be impleaded, answer and be answered unto, defend and be defended, in all courts of law and equity, and they and their successors shall have a common seal, and may alter and change the same at their discretion.

Corporate powers.

Ibid., p. 108.

SEC. 607. Such corporation, by the name and style which shall be adopted, shall be capable in law of purchasing, holding, and conveying any estate, real or personal, for the use of the corporation not exceeding in quantity one city, town, or village lot and building in the District.

May hold real estate; limit.

Ibid.

SEC. 608. The president, vice-president, secretary, and treasurer shall be ex-officio members of the board of directors, and, together with the directors elected, shall manage the business of the corporation.

Board of directors.

Ibid.

SEC. 609. All officers shall be elected by a plurality of votes given at any election, and a general election of officers shall be held at least once in each year; but in case of any accidental failure or neglect to hold such general election, the corporation shall not thereby lapse or terminate, but shall continue and exist, and the old officers shall hold over until the next general election of officers provided for in the constitution adopted.

Election of officers.

Ibid.

SEC. 610. The officers shall hold their offices for the time which shall be prescribed in the constitution adopted by the corporation, and until others shall be elected and qualified as prescribed by such constitution.

Tenure of office.

Ibid.

SEC. 611. Such corporation shall have the right to admit as members such persons as they may see fit, and expel any members as they may see fit; and in all cases a majority of the members present at any stated meetings shall have the right to pass, and also the right to repeal, any by-laws of the corporation; and in all cases the constitution and by-laws adopted by the corporation shall be binding upon and control the same until altered, changed, or abrogated in the manner that may be prescribed in such constitution.

Rules and regulations.

Ibid.

SEC. 612. Such corporation may inflict fines upon any of its members, and collect the same, for breach of the provisions of the constitution or by-laws; but no fine shall in any case exceed twenty-five dollars. Such fines may be collected by action of debt, brought in the name of the corporation, before any justice of the peace, against the person upon whom the fine shall have been imposed.

Fines.

Ibid.

SEC. 613. The award of any general committee of reference appointed by said corporation upon any matter of difference, submitted to such committee for arbitration in writing, with or without seal, by any member of the corporation or by any other person, shall have the same force and effect as if the same had been submitted to the arbitration of the members of said committee of reference, by their individual names by deed of submission.

Arbitration.

Ibid.

SEC. 614. Any such award may be filed and made a rule of court, and judgment entered thereon and execution issued in the same manner and under the same rules and regulations that other awards may be entered, under and by virtue of the laws in force in the District.

Award.

Ibid.

SEC. 615. No submission or arbitration bond shall be required to be filed with such awards; but four days' notice of the filing of such award shall be given to the opposite party of the party filing the award.

Submission-bond not required; notice.

Ibid.

SEC. 616. A committee of reference, when sitting as arbitrators, shall have the right to issue subpoenas and compel the attendance of witnesses by attachment, the same as justices of the peace.

Power of committee of reference to issue subpoenas.

Ibid.

SEC. 617. Such corporation shall have no power or authority to do or

Restriction upon

carrying on business.

5 May, 1870, c. 80,
s. 6, v. 16, p. 108.

carry on any business excepting such as is usual in management and conduct of boards of trade or chambers of commerce, and as provided for in the preceding sections of this chapter.

CLASS 7.

RAILROAD COMPANIES.

Railroad companies; how formed.

Ibid., secs. 7, 8,
p. 109.

SEC. 618. Any number of persons, not less than seven, being subscribers to the stock of any contemplated railroad, may be formed into a corporation for the purpose of constructing, owning, and maintaining such railroad, by complying with the following requirements, namely:

First. Whenever stock to the amount of at least fifty thousand dollars shall have been subscribed, and five per cent. upon such subscription shall actually have been paid in, the subscribers to such stock shall elect directors for the company from among their own number, and shall severally subscribe articles of association in which shall be set forth—

First. The name of the corporation;

Second. The amount of the capital stock of the company;

Third. The number of shares of which said stock shall consist;

Fourth. The number of directors to manage the affairs of the company, and their names;

Fifth. The point or place from which the proposed railroad is to be constructed, and its length, as near as may be.

Second. Each subscriber to such articles of association shall state his place of residence, and the number of shares taken by him in such company.

Third. The articles of association shall be filed in the clerk's office of the recorder of deeds of the District, and be recorded in a book kept for that purpose.

Corporate powers.

Ibid., s. 8.

SEC. 619. Upon filing the articles of association in accordance with the provisions of the preceding section, the persons who shall have subscribed the same, and all persons who shall from time to time become stockholders in such company, and their successors, shall be a body politic and corporate, in perpetuity, by the name stated in such articles of association, and shall be capable of suing and being sued, and may have a common seal, and may make and alter the same at pleasure, and shall be capable in law of purchasing, holding, and conveying any real or personal property whatever necessary for the construction of such road, and for the erection of all necessary buildings and yards and appurtenances for the use of the same.

Certified copy of articles of association to be prima-facie evidence.

Ibid.

Subscription-books to be opened.

Ibid., s. 9, p. 109.

SEC. 620. A copy of any articles of association filed in pursuance of section six hundred and eighteen, and certified to be a copy by the recorder of deeds, shall, in all courts and places, be prima-facie evidence of the incorporation of such company and of the facts stated therein.

SEC. 621. The directors named in section six hundred and eighteen, shall open books for subscription to the capital stock of the company at such times and in such places as a majority of them may direct, thirty days' notice of which shall be given by publication in some daily paper published in the District.

Allotment of stock.

Ibid.

SEC. 622. In case a greater amount of stock shall be subscribed than the whole capital stock required by the company, the directors shall distribute the capital stock so subscribed as equally as possible among the subscribers; but no share shall be divided in making such distribution, nor shall a greater number of shares be allotted to any one subscriber than subscribed for by him.

Stockholders' annual meeting.

Ibid., s. 10, p. 109.

SEC. 623. There shall be an annual meeting of the stockholders at the office of the company for the election of directors to serve for the ensuing year, notice of which shall be given by the directors chosen as provided in section six hundred and eighteen, for the first annual election, and afterward by their successors in office, which notice shall be published not less than twenty days previous thereto, in a newspaper published in the city of Washington.

<p>SEC. 624. Three judges of election shall be chosen by the board of directors previous to any such annual meeting, who shall be stockholders, but not directors, at the time of the election, whose duty it shall be to receive the votes of the stockholders at such election for directors, and to openly count the votes and declare the result.</p>	<p>Duties of judges of election. 5 May, 1870, c. 80, s. 10, v. 16, p. 109.</p>
<p>SEC. 625. The judges of election shall furnish the directors elected at such meeting of stockholders with a certificate of their election, which certificate shall be evidence of their authority to act as such directors.</p>	<p>Their certificate; its authority. Ibid., pp. 109, 110.</p>
<p>SEC. 626. There shall be not less than seven nor more than thirteen directors. No person shall be a director unless he shall be a stockholder and qualified to vote for directors at the election at which he shall be chosen. The directors shall hold their offices one year, and until others are elected and qualified.</p>	<p>Directors; number, qualifications, and term of office. Ibid., p. 110.</p>
<p>SEC. 627. Directors shall be chosen at the annual meeting of stockholders by ballot, and by a majority of the votes of the stockholders present, in person or by proxy; and every such stockholder being so present at any election of directors, shall be entitled to give one vote for every share of stock which he may have owned for ten days next preceding such election; but no stockholder shall vote at any such election upon any stock except such as he shall have owned for ten days.</p>	<p>How chosen. Ibid.</p>
<p>SEC. 628. In case it shall happen at any time that an election of directors shall not be made on the day designated by the by-laws of the company when it ought to have been made, the company for that reason shall not be dissolved if within ninety days thereafter they shall hold an election for directors in such manner as the by-laws of the company shall provide.</p>	<p>Non-election of directors; how remedied. Ibid., s. 13, p. 110.</p>
<p>SEC. 629. Meetings of the stockholders may be called at any time during the interval between the annual meetings by the directors, or by the stockholders owning not less than one-fourth of the stock, by giving thirty days' public notice of the time and place of the meeting.</p>	<p>Stockholders' special meetings; how called. Ibid., s. 11, p. 110.</p>
<p>SEC. 630. When any such meeting is called by the stockholders, the particular object of the meeting shall be stated in the notice, and, if at any meeting thus called a majority in value of the stockholders are not represented in person or by proxy, such meeting shall be adjourned from day to day, not exceeding three days, without transacting any business, and if within such three days stockholders having a majority of the stock do not attend, the meeting shall be dissolved.</p>	<p>Proceedings; adjournment. Ibid.</p>
<p>SEC. 631. The directors shall have power to make by-laws for the management and disposition of stock, property, and business affairs of such company, and prescribing the duties of the officers, artificers, and servants that may be employed, and for the appointment of all the officers for carrying on all the business within the object and purposes of the company.</p>	<p>By-laws. Ibid., s. 15, pp. 110, 111.</p>
<p>SEC. 632. There shall be a president of the company, who shall be chosen by and from the directors, and also such subordinate officers as the company by-laws may designate, who may be elected or appointed, and required to give such security for the faithful performance of the duties of their offices as the company by its by-laws may require; but nothing contained in this section shall be so construed as to prevent the stockholders from removing a president in the manner prescribed in the following section.</p>	<p>Officers; how chosen. Ibid., s. 13, p. 110.</p>
<p>SEC. 633. At all general meetings of the stockholders of any such company, a majority in value of such stockholders may remove any president or any director, and elect others in their stead; but notice of such intended removal shall have been given as required in sections six hundred and twenty-three and six hundred and twenty-eight.</p>	<p>Removal of president. Ibid., s. 12.</p>
<p>SEC. 634. At each regular meeting of the stockholders of any such corporation it shall be the duty of the president and directors, in office for the preceding year, to exhibit a clear and distinct statement of the affairs of the company.</p>	<p>Annual statement of affairs. Ibid.</p>
<p>SEC. 635. At any meeting of the stockholders a majority of those present, in person or by proxy, may require similar statements from the directors, whose duty it shall be to furnish them when required.</p>	<p>May be called for at any meeting. Ibid.</p>

Stock, personal estate; how transferred.

5 May, 1870, c. 80, s. 16, v. 16, p. 111.

Subscriptions to stock; how called in.

Ibid., s. 14, p. 110.

Certificate of amount of capital stock paid up.

Ibid., s. 17.

Increase of capital stock.

Ibid., s. 7, p. 109.

Increase; how made.

Ibid., s. 35, p. 115.

Limit to the amount of increase.

Ibid.

Suits for installments of subscription.

Ibid., s. 38, p. 116.

General powers, liabilities, and restrictions of corporation.

Ibid., s. 19, pp.

Surveys and entry.

Responsibility.

Grants and donations.

How to be used.

Purchase, &c., of real estate.

Compensation.

SEC. 636. The stock of such company shall be deemed personal estate, and shall be transferable only on the books of the company; but no shares shall be transferable until all previous calls thereon shall have been fully paid, or the shares shall have been forfeited for the non-payment of calls thereon.

SEC. 637. It shall be lawful for the directors to call in and demand from the stockholders, respectively, any sums of money by them subscribed, in such payments or installments as the directors shall deem proper, under the penalty of forfeiting the shares of stock subscribed for, and all previous payments made thereon, if payment shall not be made by the stockholder within thirty days after personal demand or notice requiring such payment; but subscriptions shall not be required to be paid except in equal installments of not more than ten per centum per month.

SEC. 638. The president and a majority of the directors, within thirty days after the payment of the last installment of the capital stock as fixed and limited by the company, shall make a certificate stating the amount of capital stock so fixed and paid in, which certificate shall be signed by the president and a majority of the directors, and sworn to by the president and secretary; and they shall, within the said thirty days, file and record the same in the office of the recorder of deeds of the District.

SEC. 639. The capital stock of such companies may be increased from time to time, if necessary, in the manner provided in the following section, to a sum equal to the cost of constructing the road, together with the right of way and motive-power, and all the appurtenances and expenses necessary for the complete running of the road.

SEC. 640. Such increase may be made only by filing in the office of the recorder of deeds a certificate stating the amount of the desired increase, and the reasons or necessity for the same, signed by the president and a majority of the directors, and attested by the secretary and seal of such company.

SEC. 641. In no case shall the capital stock of any such company be increased to a greater amount than the actual cost of building and equipping the road.

SEC. 642. It shall be lawful for all companies formed and incorporated under the provisions of this chapter to sue for and collect any installment or subscription to stock due to said companies in like manner as other debts are now collected.

SEC. 643. Every such corporation shall possess the general powers and be subject to the liabilities and restrictions in the special powers following, that is to say:

First. To cause such examination and survey for the proposed railroad to be made as may be necessary to the selection of the most advantageous route for the railroad; and for such purpose, by their officers, agents, and servants, to enter upon the lands or waters of any person, but subject to responsibility for all damages which they shall do thereto.

Second. To receive, hold, and take such voluntary grants and donations of real estate, and other personal property, as shall be made to it, to aid in the construction, maintenance, and accommodation of such railroad; but the real estate thus received by voluntary grants shall be held and used for the purposes of such grants only.

Third. To purchase, and by voluntary grants and donations receive and take, and by its officers, engineers, and surveyors and agents, enter upon, and take possession of, and hold and use all such lands and real estate and other property as may be necessary for the construction and maintenance of its railroad and stations, depots, and other accommodations necessary to accomplish the objects for which the corporation was created; but not until the compensation to be made therefor, as agreed upon by the parties, or ascertained as prescribed in this chapter, shall

have been paid to the owner or owners thereof, or deposited as hereinafter directed, unless the consent of such owner be given to enter into possession.

Fourth. To lay out its road, not exceeding six rods wide, and to construct the same; and for the purpose of cuttings, embankments, and procuring stone and gravel, may take as much more land within the limits of its charter, in the manner hereafter provided, as may be necessary for the proper construction and security of the road.

Laying out and constructing road.
Taking materials.

Fifth. To construct its road upon any street, or across any stream of water, water-course, road, highway, railroad, or canal, so as not to interfere with the free use of the same, which the route of its road shall intersect, in such manner as to afford security for life and property, but the corporation shall restore the stream or water-course, road or highway, thus intersected, to its former state, or in a sufficient manner not to have unnecessarily impaired its usefulness or injured its franchises.

Restoration of roads over streets, water-courses, &c.

Construction of water-courses and highways.

Sixth. To cross, intersect, join, and unite with any other railroad before constructed on any point on its route, and upon the grounds of such other railroad company, with the necessary turn-outs, sidings, switches, and other conveniences, in furtherance of the objects of its connections; and every company whose railroad is or shall be hereafter intersected by any new railroad, shall unite with the owners of such new railroad in forming such intersections and connections, and grant the facilities aforesaid; and if the two corporations cannot agree upon the amount of compensation to be made therefor, or the points or manner of such crossings and connections, the same shall be ascertained or determined by commissioners, to be appointed as is provided in this chapter in respect to taking of lands; but this section is not to affect the rights or franchises heretofore granted.

Intersecting with other roads.

Roads to unite.

When the several corporations cannot agree.

Seventh. To purchase lands necessary for the use of the road or take them; and may change the line of its road whenever a majority of the directors shall so determine, as provided in this chapter; but no such change shall vary the general route of the road.

Change of route.

Eighth. To take, transport, carry, and convey persons and property on its railroad by the force or power of steam, of animals, or any mechanical power, or by any combination of them, and to receive compensation therefor.

Motive-power.

Ninth. To erect and maintain all necessary and convenient buildings, stations, depots, and fixtures, and machinery for the accommodation and use of its passengers, freight, and business, and obtain and hold the lands therefor.

Buildings, stations, &c.

Tenth. To regulate the time and manner in which passengers and property shall be transported, and the tolls and compensation to be paid therefor.

Fares and freights.

SEC. 644. Every such company, before constructing a part of its road, shall make a map and profile of the route intended to be adopted, which shall be certified by a majority of the directors, and filed in the office of the recorder of deeds of the District, for the inspection and examination of all parties interested.

Map and profile of road.

5 May, 1870, c. 80, s. 18, v. 16, p. 111.

SEC. 645. If at any time after the location of the track of such road, in whole or in part, and the filing of the map thereof, it shall appear to the directors of the company that the line thereof may be improved, such directors may, from time to time, alter the line, and cause a new map to be filed in the recorder's office, and may thereupon take possession of the lands embraced in such new location that may be required for the construction and maintenance of the road on such new line, either by agreement with the owner or by such proceedings as are authorized under the provisions of this chapter, and use the same in place of the line for which the new is substituted.

Alteration of line.

Ibid., s. 26, p. 114

SEC. 646. Whenever the track of such railroad shall cross a road or highway such road or highway may be carried under or over the track, as may be most expedient; and in all cases where an embankment or cutting shall make a change in the line of such road or highway

Tracks crossing highways.

Ibid., s. 27, p. 114.

<p>Compensation for land.</p> <hr/> <p>5 May, 1870, c. 80, s. 27, v. 16, p. 114.</p>	<p>desirable, with a view to a more easy ascent or descent, the company may take additional lands for the construction of such road or highway, or such new line as may be deemed requisite by the directors.</p> <p>SEC. 647. Unless the lands so taken shall be purchased or voluntarily given for the purposes mentioned in the preceding section, compensation therefor shall be ascertained in the manner provided in this chapter as nearly as may be, and duly made by such corporation to the owners and persons interested in such lands, and the same, when so taken and compensation made, to become part of such intersecting road or highway, in such manner and by such terms as the adjacent parts of such highway may be held for highway purposes.</p>
<p>Right to acquire title to lands.</p> <hr/> <p>Ibid., s. 21, p. 112.</p>	<p>SEC. 648. In case any company formed under this chapter is unable to agree for the purchase of any real estate required for the construction of the track, turn-outs, and water-stations, it shall have the right to acquire the title to the same in the manner and by the special proceedings prescribed in this chapter.</p>
<p>Appropriation of lands.</p> <hr/> <p>Ibid., s. 21, pp. 112, 113.</p>	<p>SEC. 649. Such company is authorized to enter upon any land for the purpose of examining and surveying its railroad-line, and may appropriate so much thereof as may be deemed necessary for its railroad, including necessary side tracks and water-stations, materials for constructing, except timber, a right of way over adjacent lands sufficient to enable such company to construct and repair its road, and a right to conduct water by aqueducts, and the right of making proper drains.</p>
<p>Description to be deposited with clerk of court.</p> <hr/> <p>Ibid.</p>	<p>SEC. 650. The corporation shall forthwith deposit with the clerk of the supreme court of the District a description of the rights and interests intended to be appropriated, and such land, rights, and interests shall belong to such company, to use for the purpose specified, by making or tendering payment as hereinafter provided.</p>
<p>Purchase of lands from owner or guardian.</p> <hr/> <p>Ibid.</p>	<p>SEC. 651. The corporation may, by its directors, purchase any such lands, materials, right of way, or interest of the owner of such lands; or in case the same is owned by a person insane, or an infant, at a price to be agreed upon by the regularly-constituted guardian or parent of said insane person or infant, if the same shall be appraised by the court, and on such agreement and approval, the owner, guardian, or parent, as the case may be, shall convey the premises, so purchased, in fee-simple or otherwise, as the parties may agree, to such railroad company; and the deed, when made, shall be deemed valid in law.</p>
<p>Proceedings in cases of appropriation.</p> <hr/> <p>Ibid.</p>	<p>SEC. 652. If the corporation shall not agree with the owner of the land, or with his guardian if the owner is incapable of contracting, touching the damages sustained by such appropriation, the corporation shall deliver to such owner or guardian a copy of the instrument of appropriation.</p>
<p>Notice by adver- tisement, when.</p> <hr/> <p>Ibid.</p>	<p>SEC. 653. If the owner, or his guardian in case such owner is incapable of contracting, be unknown, the corporation shall publish in some newspaper in the District, to be designated by the court, for the term of six weeks, an advertisement reciting the substance of such instrument of appropriation.</p>
<p>Appointment of appraisers.</p> <hr/> <p>Ibid.</p>	<p>SEC. 654. Upon fixing such act of appropriation and delivering such copy, or making such publication, the supreme court for the District, upon the application of either party, shall appoint by warrant three disinterested freeholders of the neighborhood on which the land lies, to appraise the damages which the owner of the land may sustain by such appropriation.</p>
<p>Assessment of damages.</p> <hr/> <p>Ibid.</p>	<p>SEC. 655. The appraisers shall be duly sworn, and they shall consider the injury which such owner may sustain by reason of such railroad, and shall forthwith return their assessment of damages to the clerk of the court, setting forth the value of the property taken, or injury done to the property, which they assess to the owner, or owners separately, to be by him filed and recorded.</p>
<p>Payment or ten- der.</p> <hr/> <p>Ibid.</p>	<p>SEC. 656. The corporation shall pay to said clerk the amount thus assessed, or tender the same to the party in whose favor the damages are awarded or assessed, and on making payment or tender thereof, in</p>

the manner herein required, it shall be lawful for such corporation to hold the interests in such lands or materials on said roadway within fifty feet on each side of the center of such roadway, for the uses aforesaid.

SEC. 657. The cost of the award shall be paid by such company; and on notice by any party interested and showing said proceedings, the court may order the payment thereof and enforce such payment by execution.

Cost of award.

5 May, 1870, c. 80, s. 21, v. 16, pp. 112, 113.

SEC. 658. The award of the arbitrators may be reviewed by the court, in which such proceedings may be had, on written exceptions filed by either party, in the clerk's office, within ten days after the filing of such award, and the court shall take such order therein as right and justice may require, by ordering a new appraisal, on good cause shown.

Review on appeal.

Ibid.

SEC. 659. Notwithstanding such appeal, the company may take possession of the property described as aforesaid, and the subsequent proceedings on the appeal shall only affect the amount of compensation to be allowed, if prior to the assessment the corporation shall tender to such owner or guardian, and in case of refusal to receive the same shall pay into court, if he be unable to contract, an amount equal to the award afterward made, exclusive of costs.

Company may take possession, when.

Ibid.

SEC. 660. The costs of arbitration shall be paid equally by such company and such owner or guardian.

Costs of arbitration.

Ibid.

SEC. 661. If there are any adverse or conflicting claimants to the money, or any part of it, to be paid as compensation for the real estate taken, the court may direct the money to be paid into court by the company until it can determine who is entitled to the same, and shall direct to whom the same shall be paid, and may, in its discretion, order a reference to ascertain the facts in which such determination and order are to be made.

Money to be paid into court; when.

Ibid., s. 22, p. 113.

SEC. 662. The court shall appoint some competent attorney to appear for and protect the rights of any party in interest who is unknown, or whose residence is unknown, and who has not appeared in the proceedings by an attorney or agent; the court shall also have power, at any time, to amend any defect or informality in any of the special proceedings authorized by this chapter as may be necessary, or to cause new parties to be added, and to direct such further notice to be given to any party in interest as it deems proper, and also to appoint other commissioners in the place of any who shall die, or refuse, or neglect, or are unable to serve, or who may leave or be absent from the District.

Court to protect rights of parties in interest, &c.

Ibid., s. 23.

SEC. 663. At any time after an attempt to acquire title by appraisal of damages, or otherwise, if it shall be found that the title thereby attempted to be acquired is defective, the company may proceed anew to acquire or perfect the same in the same manner as if no appraisal had been made; and at any stage of such new proceedings the court may authorize the corporation, if in possession, to continue in possession, to take possession of, and use such real estate during the pendency and until the final conclusion of such new proceedings, and may stay all actions and proceedings against the company, or any officer or agent or workmen of such company, on account thereof, on such company paying into court a sufficient sum, as the court may direct, to pay the compensation therefor, when finally ascertained; and in every such case the party interested in real estate may conduct the proceedings to a conclusion, if the company delays or omits to prosecute the same.

Defective title; how may be perfected.

Ibid., s. 24.

SEC. 664. Such company may, from time to time, borrow such sums of money as they may deem necessary for completing or operating their railroad, and issue and dispose of their bonds for any amounts so borrowed, for such sums and at such rates of interest as may be agreed upon, and mortgage their corporate property and franchises to secure the payment of any debt contracted by the company; and the directors of the company may confer on any holder of any bond issued for money so borrowed the right to convert the principal due or owing thereon into

Power to borrow money and issue bonds; restriction.

Ibid., s. 25, p. 114.

stock of the company, at any time not exceeding fifteen years from the date of such bond, under such regulations as the company may adopt; and the company may sell their bonds whenever they may deem proper, and such sales shall be as valid as if such bonds should be sold at par value. But such corporation shall not have power to issue any bonds or to execute any mortgages upon its property or franchises until at least one-half of the capital stock shall have been fully paid.

Annual report.

5 May, 1870, c. 80, s. 29, v. 16, pp. 114, 115.

SEC. 665. Every such corporation shall make an annual report to the clerk of the supreme court of the District of the operations of the year ending on the first day of January, which report shall be verified by the oath of the treasurer and acting superintendent of operations, and filed in his office by the tenth day of January of each year, and shall state—

First. The capital stock and the amount actually paid in.

Second. The amount expended for the purchase of lands, for the construction of the road, for buildings, and for engines and cars respectively.

Third. The amount and nature of its indebtedness, and the amounts due the corporation.

Fourth. The amount received for the transportation of passengers, of property, of mails, and from other sources.

Fifth. The amount of freight, specifying the quantity, in tons, of the products of the forest, of animals, of vegetables, food, other agricultural products, manufactures, merchandise, and other articles.

Sixth. The amount paid for repairs, engines, cars, buildings, and salaries.

Seventh. The number and amount of dividends, and when paid.

Eighth. The number of engine-houses and shops, of engines and cars, and their character.

Carrying the mails.

Ibid., s. 30.

SEC. 666. Any such corporation shall, when applied to by the Postmaster-General, convey the mails of the United States on their road; and in case such corporation shall not agree to the rates of transportation thereof, and as to time, rate of speed, manner, and condition of carrying the same, the said supreme court may appoint three commissioners, who shall fix and determine the same.

Making up trains.

Ibid., s. 34.

SEC. 667. In forming a passenger train, baggage, or freight, or merchandise, or lumber cars shall not be placed in rear of passenger cars; and if any of them shall be so placed, and any accident shall happen to life or limb, the officer or agent who so directed or knowingly suffered such arrangement, and the conductor or engineer of the train, shall each and all be held guilty of intentionally causing the injury, and be punished accordingly.

Accommodation of the public.

Ibid., s. 32.

SEC. 668. Every such corporation shall start and run their cars for the transportation of persons or property at regular times, to be fixed by public notice, and shall furnish sufficient accommodation for the transportation of all such passengers and property as shall within a reasonable time previous thereto offer, or be offered, for transportation at the place of starting, and the junction of other railroads, and at siding and stopping places established for receiving and discharging way passengers and freight, and shall take, transport, and discharge such passengers and property at, from, and to such places, on the due payment of tolls, freight, or fare therefor.

Penalty for refusal.

Ibid., s. 33.

SEC. 669. In case of the refusal by such corporation or their agents to take and transport any passenger or property, as provided in the preceding section, or to deliver the same at the regularly appointed place, such corporation shall pay to the party aggrieved all damages which shall be sustained thereby, with costs of suit.

Passenger refusing to pay fare.

Ibid., s. 31.

SEC. 670. If any passenger shall refuse to pay his fare or toll, the conductor of the train may put him out of the cars at any usual stopping-place.

Employés to wear badge.

Ibid., s. 28.

SEC. 671. Every conductor, baggage-master, engineer, brakeman, or other employé of any such railroad corporation, employed on a passenger-train, or at stations for passengers, shall wear upon his hat or cap a

badge which shall indicate his office, and the initial letters of the style of the corporation by which he is employed.

SEC. 672. No collector or conductor without such badge shall demand, or be entitled to receive, from any passenger any fare, toll, or ticket, or exercise any of the powers of his office; and no other of said officers or employes without such badge shall have any authority to meddle or interfere with any passenger or property.

SEC. 673. No railroad shall be built under the provisions of this chapter until the route and termini of such road shall have been approved and sanctioned by Congress.

SEC. 674. Congress may make all needful rules and regulations for the operation and management of such railroads, and may regulate the rates of fare and freight upon all such roads.

SEC. 675. Nothing contained in this chapter shall be so construed as to authorize any corporation organized under the same to construct or own any railroad outside of the District of Columbia, nor to limit the right of the District authorities to regulate the running of trains, or to establish the grade upon which such roads shall be built within the cities of Washington and Georgetown.

SEC. 676. Congress may, at any time, alter, amend, or repeal this chapter, saving and preserving all rights which may become vested under the same, and may amend or repeal any incorporation formed or created under this chapter; but any such amendment or repeal shall not, nor shall the dissolution of any company formed under this chapter, take away or impair any remedy given against any such corporation, its stockholders, or officers, for any liability which shall have been previously incurred.

Not to exercise authority without badge.

5 May, 1870, c. 80, s. 28, v. 16, p. 114.

Route and termini of road to be approved by Congress.

Ibid., s. 36.
Regulation by Congress of management and rates of fare and freight.

Ibid., pp. 115, 116.
Construction of chapter.

Ibid., ss. 36, 38.

Repeal by Congress.

Ibid., s. 37.

CHAPTER NINETEEN.

LANDLORD AND TENANT.

Sec.
677. Power of personal seizure abolished.
678. Landlord to have tacit lien.
679. How tacit lien may be enforced.
680. Tenancy at will and by sufferance.
681. How determined.
682. Provisions not applicable to prior contracts.
683. Attornment.
684. In case of forcible entry or detainer; complaint and summons.

Sec.
685. Service of summons.
686. Trial and judgment.
687. When defendant pleads title; proceedings.
688. Appeals, and how tried.
689. Appeal by defendant; additional bond.
690. If jury find for complainant, damages.
691. Fees of justice and officer.

SEC. 677. The power claimed and exercised as of common right by every landlord, of seizing, by his own authority, the personal chattels of his tenant for rent arrear, is abolished.

Power of personal seizure abolished.

22 Feb., 1867, c. 64,

s. 12, v. 14, p. 404.

SEC. 678. The landlord shall have a tacit lien upon such of the tenant's personal chattels, on the premises, as are subject to execution for debt, to commence with the tenancy and continue for three months after the rent is due, and until the termination of any action for such rent brought within the said three months.

Landlord to have tacit lien.

Ibid.

Webb vs. Sharp, 13 Wall., 14; Fowler vs. Rapley, 15 Rep., No. 47, p. 317.

How tacit lien may be enforced.

22 Feb., 1867, c. 64, s. 12, v. 14, p. 404.

Wall., 328; White vs. Freedman's Bank, Wash. Law

SEC. 679. This lien may be enforced:

First. By attachment, to be issued upon affidavit that the rent is due and unpaid; or, if not due, that the defendant is about to remove or sell all or some part of said chattels; or,

Second. By judgment against the tenant and execution, to be levied