

cessary for the person administering the government of this state, ^{The Govern- or exempted} to attend any meeting of the commissioners of the land office, and ^{from attend- ing the land} in all meetings hereafter to be had, the officer first named in the ^{office.} act hereby amended, and attending, shall preside as chairman.

CHAP. XII.

An ACT to encourage Privatceering Associations.

Passed October 21, 1814.

WHEREAS a barbarous warfare on our coast and frontiers, by pillage and conflagration, is carried on by the enemy, and a deter- ^{Preamble.} mination is avowed to lay waste our cities and habitations, and to make a common ruin of both public and private property, contrary to the usages of civilized warfare: Wherefore, it has become expedient and necessary, that the legislature should facilitate to patriotic citizens every efficacious means of defence and annoyance to the enemy; and whereas the uniting of a capital by means of patriotic associations, to be formed for fitting out at the expence of such companies, private armed vessels, to be licensed by the government of the United States, would contribute to the destruction of the commerce of the enemy on the ocean, and of her armed vessels on our coast, and would guard and protect the commerce of the United States, under such encouragement as shall be provided for by the government of the United States for that purpose: Therefore,

I. *Be it enacted by the people of the state of New-York, re-* ^{Companies how to be formed.} *presented in Senate and Assembly,* That at any time during the present war, any five or more persons, who shall be desirous to form a company for the purpose of annoying the enemy of the United States, and their commerce, by means of private armed vessels, to be fitted out in conformity with the laws of the United States, at the expence and risk of such company, may make, sign and acknowledge, before a justice of the supreme court, or a judge of the court of common pleas, or the mayor or recorder of any city, within this state, and file in the office of the secretary of state, a certificate in writing, in which shall be stated, the corporate name of the said company and its object, and the amount of the capital stock of the said company, the number of shares of which the said stock shall consist, the number of directors and their names who shall manage the concerns of the said company for the first year, and the place where they shall carry on the concerns of the said company.

II. *And be it further enacted,* That as soon as such certificate, ^{Their pow- ers.} as aforesaid, shall have been filed, the persons who shall have executed the same, and their successors, shall, for the period expressed in such certificate, be a body politic and corporate, in fact and in name, by the name stated in such certificate, by which name they and their successors shall and may have succession, and shall be in law capable of suing and being sued, pleaded and being impleaded, answering and being answered unto, defending and being defended, in all courts and places whatsoever, in all manner of actions, suits, complaints, matters and causes whatsoever; and they

and their successors may have a common seal, and the same may make, alter and change at their pleasure: and that they and their successors, by their corporate name, shall, in law, be capable of buying, purchasing, holding and conveying, any lands, tenements, hereditaments, goods, chattels, wares and merchandize whatsoever, necessary to enable the said company to carry on their operations authorized by this act.

Affairs how
to be man-
aged.

III. *And be it further enacted*, That the stock, property and concerns of such company, shall be managed and conducted by a president and so many directors as are mentioned in their certificate of incorporation, who, except those for the first year, shall be annually elected, at such time and place as shall be directed by the bye-laws of the said company; and public notice shall be given thereof, not less than fourteen days previous thereto, in at least one newspaper printed in or nearest to the place where the business of the said company shall be carried on; and every such election shall be made by such of the stockholders as shall attend for that purpose, either in person or by proxy, and shall be by ballot; and each stockholder shall be entitled to as many votes as he owns shares of the stock of the said company, and that none but stockholders shall be eligible as directors, and the persons having the greatest number of votes, shall be directors; and the directors chosen at any such election, shall hold their first meeting as soon as conveniently may be thereafter, and shall at such meeting elect one of their number to be their president; and if any director shall at any time cease to be a stockholder in said company, his office shall be considered vacant; and as often as any vacancy or vacancies may happen among the directors, by death, resignation or otherwise, the place or places vacated shall be filled for the remainder of the year, by such stockholder as the remainder of the directors for the time being, or a majority of them, shall appoint: *Provided*, That the number of directors shall in no case be less than three nor more than twenty-one.

Election may
be made on
any day.

IV. *And be it further enacted*, That in case it shall at any time happen that an election of directors be not made by any company who shall have incorporated themselves according to the provisions of this act, on the day when by the laws of such company it ought to have been done, such company, for that cause, shall not be deemed to be dissolved, but it shall and may be lawful on any other day, to hold an election for directors, in such manner as shall be directed by the bye-laws of such company, within three months thereafter.

Powers of the
directors.

V. *And be it further enacted*, That the directors of every such incorporated company, or a majority of them, shall have power to appoint the time and place of all meetings for the dispatch of business; to appoint all such officers, agents and servants, as the directors, or a majority of them convened, may deem necessary for carrying into effect the objects of such company, and to make and establish such bye-law, rules, orders and regulations respecting the concerns of such company as they shall deem necessary for the well ordering the affairs of the said company: *Provided*, That such bye-laws shall, in no wise be inconsistent with the constitution and laws of the United States, or of this state: *Provided further*, That

Proviso.

a majority of such directors shall constitute a quorum to transact business.

VI. *And be it further enacted*, That the capital stock of any such incorporation shall not exceed one million of dollars; and it shall be lawful for the directors of every such company, to call and demand of the stockholders of such company respectively, all such sums of money by them subscribed, at such times, and in such proportions, as such directors shall see fit, under the pain of forfeiture of their shares, and all previous payments made on their stock to such company, if such payments shall not be made within sixty days after a notice requiring such payment shall have been published in such newspaper as before mentioned: and every such incorporation shall cease and expire at the end of one year after the termination of the present war with Great Britain.

Duration of companies.

VII. *And be it further enacted*, That the real estate which it shall be lawful for any such incorporated company to hold, shall be such only as shall be requisite for its accommodation in building, repairing and fitting out vessels employed or to be employed by such company as private armed vessels, or for their offices necessary for the officers, clerks or agents of such company, or such as shall have been bona fide mortgaged to such company, by way of security, or conveyed to it in satisfaction of debts to such company, or purchased at sales upon judgments which shall have been obtained for such debts.

Real estate.

VIII. *And be it further enacted*, That the amount of debts which any such incorporated company shall at any time owe, shall not exceed the sum of the capital stock subscribed and actually paid into the funds of such company, and in case of excess, the directors of such company, under whose administration it shall happen, shall be liable for the same in their separate and private capacities, but this shall not be so construed, as to exempt the said corporation, or any estate, real or personal, which such corporation may hold, from also being liable for and chargeable with such excess; but such of the directors of such company, who shall have been absent when such excess was contracted, or who may have dissented from the resolution or act whereby the same was so contracted, shall not be liable.

Debts.

IX. *And be it further enacted*, That it shall be the duty of the directors of every such company, to make dividends every six months, of so much of the profits of their association, as to them shall appear advisable.

Dividends.

X. *And be it further enacted*, That the directors of every such incorporated company shall, from time to time, when required by a majority of the stockholders, lay before them for their information, at a general meeting, a particular statement of the debts and credits of such company, and of the concerns thereof.

Accounts.

XI. *And be it further enacted*, That it shall and may at all times be lawful for a majority of the directors of any such company, to sell or dispose of any of the vessels which may belong to such company.

Vessels may be sold.

XII. *And be it further enacted*, That the stock of every such company shall be deemed personal estate, and shall be transferable in such manner as shall be prescribed by the bye-laws of such

Stock, deemed personal estate.

company, and that for all debts that shall be due and owing by such company at the time of its dissolution, the persons then composing such company shall be individually responsible to the extent of their respective shares of stock in such company, and no further; and that it shall not be lawful for such company to use their funds, or any part thereof, in any banking transaction, or in any other business or employment than such as may be proper and necessary for carrying into effect the declared objects of this act: and further, that no such company shall directly or indirectly, deal or trade in buying or selling any stock created under any act of the United States or of this state, unless in selling the same when truly pledged by way of security for debts due to such company.

Restrictions.

Evidence of incorporation.

XIII. *And be it further enacted*, That the copy of any certificate filed in pursuance of this act, and certified to be a true copy by the secretary of state, or his deputy, shall, together with this act, be received in all courts and places within this state, as legal evidence of the incorporation of such company.

CHAP. XIII.

An ACT in addition to the act for the Relief and Settlement of the Poor.

Passed October 21, 1814.

Families of persons in militia service not to be moved.

I. *Be it enacted by the people of the state of New-York, represented in Senate and Assembly*, That it shall not be lawful to cause to be removed from any city or town in this state, in pursuance of the act for the relief and settlement of the poor, the family of any person who now is or hereafter may be called into militia service of this state, or of the United States, during the time of his actually being in such service, and for thirty days thereafter, except where such family shall have moved into such city or town since such person was ordered into such service.

How to be relieved.

II. *And be it further enacted*, That the overseers of the poor of the several cities and towns of this state, in which such family resided at the time such person was ordered into such service, shall afford the same relief to his family during his absence, as aforesaid, as if he was legally settled in such city or town.

Expenses how to be paid.

III. *And be it further enacted*, That the expence of supporting the family of any such person who may be ordered into such service as aforesaid, provided he is not legally settled in the city or town which may incur such expence, and all the expence of supporting the family of any person who has or may enter into the army or navy of the United States, or into the regular service of this state, who has no legal settlement in this state, shall be a charge upon the city or county in which they are found to reside; and the city or county treasurer of such city or county, may charge the expence thereof in his account with the state treasury, which the comptroller is hereby directed to allow.