sum shall be to the use of the person who shall sue for the same, and the other half to the use of the said corporation.

[Approved by the Governor, February 24, 1818.]

CHAP. CLXXX.

An Act to incorporate the Massachusetts Hospital Life Insurance Company.

SEC. 1. BE *it enacted by the Senate and House of Representatives, in General Court assembled, and by the authority of the same,* That Ebenezer Francis, David Hinckley, Thomas Morton Jones, Samuel Parkman, James Perkins, Thomas H. Perkins, William Prescott, John Phillips, Josiah Quincy, and their associates, are hereby created a body politic and corporate, by the name and style of the Massachusetts Hospital Life Insurance Company; and shall, by the same name and style, be capable of sueing and being sued, and maintaining and defending any action to final judgment and execution; and shall be, in law, capable of purchasing, holding, improving and conveying any estate, real or personal, for the use of the said corporation; *provided* they shall not hold real estate beyond the value of one hundred thousand dollars, excepting such as may be taken on execution for debt. And the said corporation shall have power to ordain and establish, and put in execution, such by-laws, ordinances and regulations as shall be necessary for the government thereof.

Persons incorporated.

May sue and be sued.

Proviso.

By-laws.

SEC. 2. *Be it further enacted,* That the capital stock of the said corporation shall be five hundred thousand dollars, divided into five thousand shares of one hundred dollars each; and the same shall be paid for or satisfied in manner following; that is to say—that each and every subscriber shall, within ten days after public notice given by the President and Directors chosen by the stockholders, in any two of the papers printed in the town of Boston, pay or cause to be paid, to the said President and Directors, for the

Amount of Capital.

Instalments.

use of the said corporation, the sum of twenty dollars, in part of each share subscribed for, either in specie or in stock of incorporated companies or government securities, of the descriptions hereinafter provided, at the option of the President and Directors aforesaid; and the residue of the money, payable on each and every share, shall be paid to the President and Directors in such sum or sums, and at such time or times, as they, by public notice, shall, in their discretion, direct and appoint. And if any subscriber shall refuse or neglect to make the payments aforesaid, he or she shall cease to be deemed a subscriber or member of the said corporation, and his or her subscription shall be forfeited; and the shares so forfeited, may be sold by the corporation, in such manner as they may think

Proviso.

proper: *Provided however,* that in case the amount of the said capital stock, actually paid in, shall at any time prove insufficient for the payment of the just debts due from the said corporation, each original stockholder

Debts of Corporation.

shall be liable for the debts due by the said corporation, to an amount not exceeding that part of his original subscription, which shall, at such time, remain due and unpaid. And any creditor, who may have obtained an execution against said corporation, may have his full remedy against all and every the said stockholders, to the amount by them respectively due as aforesaid, in the same manner as if the same had been issued out against them personally.

Sec. 3. *Be it further enacted,* That for the well ordering of the affairs of the said corporation, there

Number of Directors.

shall be thirteen Directors, a majority of whom, shall be citizens of this Commonwealth, and stockholders of the said corporation, elected by the stockholders, at their general meeting, to be held on the third Mon-

Annual meetings.

day of January annually, for that purpose. And the Directors, at their first meeting after such election, shall choose one of their own number as President: The votes of the stockholders for Directors, being taken by ballot, each stockholder having one vote for each share he may hold; but no stockholder shall vote at any election for Directors, unless the share or shares, upon which he or she may claim to vote, shall have been standing in his or her name, in the books of the

said corporation, for at least three months previous to such election. In case of absence from the general meeting, any stockholder may be entitled to vote by proxy.

Sec. 4. *Be it further enacted,* That the Directors of the said corporation, for the time being, five of whom shall form a quorum, shall have power to appoint such officers, clerks, agents and other persons, as shall be necessary for the conducting and executing the business of the said corporation; and to allow the said persons so appointed, such compensation for their services respectively, as they shall deem reasonable; and generally to exercise all other powers and authority for well governing and ordering the affairs and funds of the said corporation. Choice of officers.

Sec. 5. *Be it further enacted,* That it may be lawful for the said corporation to invest the capital stock thereof, and all monies received for premiums of insurance, and in any other way, in the funded debt of the United States, or of this Commonwealth, or in the stock of the bank of the United States, or of any of the banks incorporated within this Commonwealth, or in the purchase of ground rents, or mortgages on real estate; and also to sell and dispose of, and transfer all or any of the said stock or securities, and in like manner invest the proceeds thereof, at their discretion, as the safety or welfare of the said corporation, as the President and Directors thereof may deem expedient: *Provided,* that no part of the capital stock aforesaid, shall be divided without the assent of the Visitors and Trustees of the Massachusetts General Hospital, as well as of the Legislature of this Commonwealth. Investment of Stock. Proviso.

Sec. 6. *Be it further enacted,* That the President and Directors shall have full power, on behalf of the said corporation, to make insurances on lives, by sea and on land, and to contract for reversionary payments, and generally to make all kinds of contracts, in which the casualties of life and interest of money are principally involved; and to make, execute and perfect such and so many contracts, bargains, agreements, policies, and other instruments, as shall or may be necessary, and as the nature of the case shall or may require. Insurance on lives.

Annual statement of accounts.

Dividends.

Exclusive privileges.

SEC. 7. *Be it further enacted*, That the President and Directors shall, on the first Monday of January in each year, direct the books of the said corporation to be balanced and settled, up to the thirty-first day of the preceding December, and submit a copy of its balances to a Committee appointed by the Trustees of the Massachusetts General Hospital, who shall have power to verify the said balances with the books of the said corporation, and generally to inspect them; and on the third Monday of January of every year, the President and Directors of this corporation shall pay over to the said Trustees, for the use of the hospital, one third of the net profits which shall have arisen from the insurances on lives, made during the preceding year; and after this deduction, shall declare and divide so much of the remaining profits as to them shall appear safe and adviseable; and the dividend, so declared, shall be paid to the respective stockholders, agreeably to such rules as the President and Directors shall make for that purpose: *Provided* that in case the Trustees of the hospital fail to signify to this corporation its appointment of a Committee, that then the President of this corporation shall invite the President of the hospital to inspect the books, and submit to him the list of balances, and pay him, for the use of the hospital, the aforesaid third of the net profits, which shall have arisen from the insurance on lives.

SEC. 8. *Be it further enacted*, That so long as this corporation shall well and truly pay to the General Hospital the aforesaid share of profit, it shall not be lawful for any persons or corporation within the Commonwealth, to make insurance on lives upon land, unless empowered so to do, by any future legislature of this Commonwealth. And whenever any persons or corporation shall hereafter be thus empowered, the obligation of this corporation, to pay the Trustees of the General Hospital, for the use of said hospital, the third part of the net profits, which may thereafter arise on insurance on lives, shall cease; unless the same obligation shall be imposed on such persons or corporation thus hereafter empowered.

SEC. 9. *Be it further enacted*, That the shares of the said corporation shall be assignable and transfer-

able according to such rules and regulations as the President and Directors shall, for that purpose, ordain and establish, and not otherwise. Shares transferable.

Sec. 10. *Be it further enacted*, That this corporation shall not have power to pay over any sums to the heirs of those who shall die by the hand of justice, or by suicide, or in consequence of a duel.

Sec. 11. *Be it further enacted*, That it shall be the duty of the Directors of the corporation hereby created, once in each year, to make a full, fair and explicit statement of all their real estate, funds and investments of every kind whatever, which shall be subscribed and verified by the oath of a majority of the Directors; and on or before the tenth day of January, annually, to deliver the same to the Secretary of the Commonwealth, who shall cause the same to be laid before the Governor and Council. And the General Court, or either branch of the Legislature, shall have power, by their Committee, to examine the records and doings of the said corporation; and for this purpose, shall have access to all their buildings, offices and places of business, and to all places of deposit of their files, records and proceedings. Legislature may examine records.

Sec. 12. *Be it further enacted*, That any two or more persons, named in this act of incorporation, may call the first meeting of the stockholders, at such time and place as they may think proper, by advertising the same in any two public newspapers, at least ten days previous to the time of meeting; at which meeting, the stockholders may proceed to elect Directors, and to transact such other business as may come before them. First meeting.

[Approved by the Governor, February 24, 1818.]

CHAP. CLXXXI.

An Act in addition to an act, entitled "An act prescribing the mode of taking depositions, and administering oaths and affirmations."

Sec. 1. BE *it enacted by the Senate and House of Representatives, in General Court assembled, and by the authority of the same*, That whenever any depo-