

THE CHARTER OF THE SOCIETY FOR ESTABLISHING
USEFUL MANUFACTURES

An Act to incorporate the contributors to the Society for Establishing Useful Manufactures, and for the further encouragement of the said society. Passed the 22nd day of November, 1791

Whereas it is represented to this legislature, that a subscription⁵ has been made, for the purpose of introducing and establishing useful manufactures to an amount which already exceeds two hundred thousand dollars; And whereas the State of New Jersey, having been deemed by the contributors the most suitable for carrying the same into effect, the aid of the legislature has been requested, in promotion of the views of the contributors; and whereas it appears to this legislature, that the granting of such aid will be conducive to the public interest; therefore:

I. Be it enacted by the Council and General Assembly of this State and it is hereby enacted by the authority of the same, that all those persons, who have already subscribed, and, who, according to the terms hereinafter mentioned, shall subscribe for the purpose of establishing a company for carrying on the business of manufactures in this State, their successors and assigns, shall be, and they are hereby incorporated, by the name of, "The Society for Establishing Useful Manufactures;" and by the same name, they and their successors, and assigns, are hereby constituted a body politic and corporate, in law, and shall be able and capable to acquire, purchase, receive, have, hold and enjoy, any lands, tenements, hereditaments, goods, and chattels, of any kind or quality soever, to an amount in value, not exceeding four million dollars, and the same, or any part thereof, to sell, grant, demise, alien, and dispose of; also to sue or be sued, implead and be impleaded, in courts of justice, or any other place whatever, to make and use a common seal, and the same to alter and renew at their pleasure; and also to ordain and establish; and put in execution such by-laws, ordinances and regulations as shall seem necessary and convenient, for the government of the said corporation, provided the same are not contrary to the laws and Constitution of the United State, or of this State.

II. And be it enacted by the authority aforesaid, That the original, or capital stock of the said Society or Company, shall not exceed the sum of one million of dollars, to be employed in manufacturing or making all such commodities or articles, as shall not be prohibited by law, and to that end in purchasing such lands, tenements and hereditaments, and erecting thereon such buildings, and diggings; and establishing such canals, and doing such other matters and things, as shall be needful for carrying on a manufactory or manufactories of the said commodities or articles.

The Charter of the S.U.M.

III. And be it further enacted, by the authority aforesaid, That the said corporation shall not deal, nor trade, except in such articles as itself shall manufacture, and the materials thereof, and in such articles as shall be really and truly received in payment and exchange therefor.

IV. And the more effectually to encourage so useful and beneficial an establishment; be it further enacted by the authority aforesaid, That all the lands, tenements, hereditaments, goods and chattels, to the said society belonging, shall be, and they are hereby declared to be free, and exempt from all taxes, charges and impositions whatsoever, under the authority of this state, whether for state or county uses, or for any other use whatsoever. Provided Always, That the said exemption shall not be construed to extend to the private or separate property of any member of the said corporation, in his or her individual capacity; and as touching the lands, tenements and hereditaments, of the said society, shall continue in force for the term of ten years only, after which term it shall be lawful to lay such taxes, for the use of the State upon the said lands, tenements and hereditaments, as shall be laid upon other lands, tenements and hereditaments of like value, nature or description. Provided nevertheless, that in case the said taxes shall be laid by way of assessment, it shall be according to a certain rate per centum, to be prescribed in the law, laying such taxes, of the true and absolute value of the lands, tenements, or hereditaments, whereupon the same shall be laid or assessed, and shall not directly or indirectly to the monies, goods and chattels, whether in possession or action, or to the profits, real or supposed, of the said society.

V. And be it further enacted by the authority aforesaid, That all artificers or manufactures, in the immediate service of the said society, shall be free and exempt from all poll and capitation taxes and taxes on their respective faculties or occupations, and from all taxes in the nature of general assessments, upon their persons, faculties and occupations; Provided, That this shall not be construed to exempt their property of whatsoever kind, from taxes of a specific and definite nature per quantity, or per article, or according to a certain rate per centum of the true and absolute value thereof.

VI. And be it further enacted, by the authority aforesaid, That the original or capital stock aforesaid shall consist of one hundred thousand shares, each share being one hundred dollars, and that any person, co-partnership, or body politic, may subscribe for such number of shares, in the stock of said company, which yet remain to be subscribed, as he, she, or they, shall think fit, until the whole number of shares subscribed, shall amount to five hundred thousand dollars, after which it shall be in the discretion of the directors to permit or not, further subscriptions, from time to time, and in such proportions as shall seem to them expedient, not exceeding in the whole, the said sum of one million of dollars.

The Charter of the S.U.M.

And it shall be lawful for subscriptions to the said stock to be continued in the same manner, and under the same direction, as they have been heretofore conducted, until the day hereinafter named, for the first election of directors, after which it shall be the province of the said directors, to regulate the manner of receiving further subscriptions. And in case it should happen, that the subscriptions, which may be made after the passing of this act, together with those made prior thereto, should exceed the sum, which, in the judgment of the said directors, should be sufficient in the first instance to constitute the stock of the said society, not being less than five hundred thousand dollars, it shall be lawful for the said directors, to make a proportional reduction from the number of shares, which, after the passing of this act, shall have been subscribed by any person, co-partnership, or body politic, so as to reduce the total amount to the sum subscribed, to the sum deemed by them sufficient as aforesaid, not being less than five hundred thousand dollars; all which subscriptions, made prior to the said first election of directors, shall be payable, one half in the funded six per cent stock of the United States, or in the three per cent stock, at the rate of two dollars of such stock for one, and the other half, in what is commonly called deferred stock, or at the option of the party subscribing, such subscriptions may be paid for in specie, computing the said six per cent stock at par, and the said deferred stock, according to the present value thereof at the time of payment, which value shall be determined by a calculation founded upon a rate of interest of six per centum per annum, during the period for which the payment of interest upon the said deferred stock is suspended; and the payments for such subscriptions, as shall be made prior to the first election of directors, shall be made in four equal parts, that is to say, the first within forty five days after the period of such first election, the second within six calendar months after the time of the first, the third within six calendar months after the time of the second, and the fourth within six calendar months after the time of the third payment, and such subscriptions as shall be made, after the said first election of directors, shall be payable according to such regulations, as shall have been previously prescribed by the directors of the society, for the time being; Provided, That nothing herein contained shall prevent any subscribing party from paying, with consent of the said directors, the whole amount of his, her, or their subscription in one payment.

VII. And be it further enacted, by the authority aforesaid, That so much of the capital stock of the said company, as may consist of public debt, shall be placed on the books of the treasury of the United States, in the name of the said corporation, except so much thereof as may be converted into stock of the bank of the United States; and that it shall be lawful for the directors thereof to invest any monies, which may be received on account of the said capital stock, in the purchase of such debt, and likewise to invest both the said debt, and monies in stock of the bank of the United States, in the name of the said corporation; and that in either case, the said directors, on the request of any stockholder, shall grant to him a license, to inspect

The Charter of the S.U.M.

and examine the amount of stock, which may at any time stand in the name of the said corporation, either on the books of the treasury of the United States, or on the books of the bank of the United States

VIII. And be it further enacted, That there shall be a yearly dividend for the first five years immediately ensuing the last day of December next, and thenceforth a half yearly dividend, of so much of the profits of said society, as to the directors thereof shall seem expedient.

IX. And be it further enacted, by the authority aforesaid, That the stock of the society may be invested, secured, assigned, and transferred according to such rules, as shall be instituted in that behalf, by its laws and ordinances.

X. And be it further enacted by the authority aforesaid, That there shall be holden an election of directors of said corporation, on the last Monday of this present month of November, at Trenton, in this state, which election shall begin between the hours of twelve and two in the afternoon of the same day, and may be continued by adjournment, from day to day, for three days, counting the first as one, and may be conducted under the superintendence of any three persons, whom the stockholders, then and there convened, may, by a majority of voices, nominate for that purpose; and there shall be holden, on the first Monday of October next ensuing the said time of the first election, and on the first Monday of each succeeding October, an election for directors of the said society, at such place as shall have been previously appointed for that purpose, by some law or ordinance of the said society; and the directors, chosen at one election, shall be capable of serving, by virtue thereof, until another election shall have been had; and each stockholder shall be entitled to one vote, in person or by attorney, for each share he or she may hold; but neither the United States, nor any State, which may become a subscriber, shall be entitled to more than one hundred votes.

XI. And be it further enacted by the authority aforesaid, That at every such election, thirteen directors shall be chosen by ballot; and the directors, so chosen, shall, at the first meeting after their election, not less than a majority of the whole number being present, elect, from among themselves, one person to be governor, and another, to be deputy governor; that any five of the directors, the governor, or deputy governor, being one, shall constitute a board for the transaction of business, except as hereafter excepted; but that if it shall at any time happen, that there are two separate meetings, of five or more directors each, but in neither of such meetings a majority of the whole, and the governor be present at one, and the deputy governor at the other, that shall be deemed the legal board, at which the governor shall be present; and that if it shall happen, that the governor and the deputy governor, are both absent, seven of the said directors shall constitute a board for the purpose aforesaid; that no director shall receive any emolument on account of his office, unless the same shall have been allowed by the stockholders, at a general meeting; but the directors may appoint such officers and assign such compensations as they shall think fit, not less than a majority of the whole number of directors being present, when the same shall be done.

The Charter of the S.U.M.

XII. And be it further enacted by the authority aforesaid, That there shall be a stated meeting of the directors of the said society at the place, which shall have been chosen and designated as the principal seat of the manufactories, to be carried on by the said society, on the first Tuesday in the months of January, April, July, and October, annually; but the governor, or in his absence, or inability, the deputy governor, or in case of their refusal, any three of the directors may, from time to time, by writing under his or their hands, directed to the other directors, and left at their respective places of abode, at least fourteen days prior to the time of meeting, or by advertisements, printed in one public gazette of this state, and in one of the public gazettes printed in the Cities of Philadelphia and New York, respectively, thirty days prior to the time of the meeting, convene special meetings of the directors, for the transaction of business, and the directors at such stated or special meetings, shall have power to make all by-laws, ordinances, rules, and regulations, requisite for conducting the affairs of the corporation, and to transact such other business, as may be necessary, touching the same. Provided, That no by-law shall be made or altered, nor any new manufactory undertaken by any board of directors, at which less than a majority of the whole number shall be present; And Provided Further, That the stockholders, lawfully convened, at any general meeting, may alter or abolish any by-laws, rules, or regulations, which may have been made by the directors, and may make and establish such by-laws, rules and regulations, as to them shall seem meet; and that no by-law, rule or regulation, which may have been abolished by the stockholders, at any general meeting, can be re-established by the directors; and further, that no by-law, rule, or regulation, which may have been ordained by the said stockholders, at a general meeting, can be altered or repealed by the directors.

XIII. And be it further enacted by the authority aforesaid, That any board of directors shall have power to call a general meeting of the stockholders, giving thirty days previous notice thereof, in three public gazettes, one printed in this state, and one in each of the Cities of Philadelphia and New York, respectively; and that each stockholder, being present at any general meeting in person or by attorney, shall be entitled, in all questions and cases whatsoever, to one vote for each share such stockholder may hold.

XIV. And be it further enacted by the authority aforesaid, That every treasurer or cashier of the said corporation, shall, before he enters on the duties of his office, give sufficient security to the satisfaction of the directors, in a sum not less than twenty thousand dollars.

XV. And be it further enacted by the authority aforesaid, That at every annual meeting of the stockholders, for the purpose of choosing directors, the directors shall lay before them a general state of the affairs of the company, exhibiting the amount of its stock, debts, and credits, the different kinds of manufactures carried on, the number of persons employed in each, and their respective compensations, and an account of the profit and loss. And that the stockholders may, if they think fit, at any general

The Charter of the S.U.M.

meeting, elect, by ballot, any five of their number, for the purpose of examining into the state of affairs of the said company, who shall have a right of access and examination, to, and of all the books of the said company; and the said persons or a majority of them may, at any time, call a general meeting of the stockholders, giving the like notice, as is above directed to be given by a board of directors for the like purpose. And that the United States, or any State, which shall subscribe for not less than one hundred shares, may appoint a commissioner, who shall have a right at all times to inspect the proceedings of the corporation, and the state of its affairs, but without any authority to control; and such commissioner shall have the like right of access and examination, as in herein before assigned to the five persons, who may be appointed by the stockholders.

XVI. And be it further enacted by the authority aforesaid, That the said corporation may be dissolved at a general meeting, specially summoned for that purpose, provided at least three fourths in value of the stockholders shall be present, or represented therein; and upon such dissolution, the directors for the time being, and the survivors and survivor of them, shall be ipso facto trustees for settling all the affairs of the said corporation, disposing of its effects, recovering and paying its debts, and dividing the surplus among the stockholders, in proportion to their respective interest in the stock, unless the stockholders, at such general meeting, shall appoint other persons, not less than nine or more than thirteen in number, for such purpose, in which case the persons so appointed, and the survivors and survivor of them, shall be trustees and trustee for the purpose aforesaid.

XVII. And Whereas it may be necessary for the beneficial extension of the aforesaid plan, to cut canals, and clear and improve the channels of rivers, the advantages of which will not be confined to the members of the society, who ought therefore to be authorized to receive a reasonable toll to defray the expenses of improvements ultimately so valuable to the State; Be it enacted, That it shall be lawful for the directors of the said society, their engineers, artists, and laborers, to enter upon and survey all such land, and land covered with water, as shall appear to them most practicable and convenient for effecting navigable canals, for the purpose of transporting goods, wares, and merchandises, to and from some manufactory by them established, and also such parts of such rivers, and other waters, as they may propose to open and clear, doing as little damage to the grounds and enclosure as shall be possible; and thereupon shall certify to the governor of this State, in writing, as well the courses and distances of any such canal as they may propose to cut, and of the part of any such river, as they may propose to clear and open, as the width and probable depth thereof, and shall transmit, with such certificate, a draught or plan of such intended canal, or of the part of such river, so intended to be cleared or opened; and in like manner shall certify to said governor, from time to time, such alterations in the intended course of such canal, as the quality of the ground or other causes may occasion; whereupon it shall be lawful for them, their engineers, artists, and laborers, to enter upon all such land, and

The Charter of the S.U.M.

land covered with water, as shall be necessary for effecting such navigable canal or canals, or for opening or clearing such river or rivers, and to contract and agree with the owners of any lands and tenements, for the purchase of so much thereof, as shall be necessary for the purpose of making, digging and perfecting such canal or canals, or opening and clearing such river or rivers, and of erecting and establishing all the necessary locks, works, and devices, to such navigation belonging, if they can agree with such owners; but in case of disagreement, or in case the owner thereof shall be feme covert, under age, non compos mentis, or out of the State, then it shall and may be lawful to and for the said directors, to apply to two of the justices of the supreme court of this state, who, upon such application, are hereby authorized and empowered, enjoined and required, to frame and issue one or more writ or writs, as occasion shall require, in the nature of a writ ad quod damnum, to be directed to the sheriff of the County, in which such lands and tenements shall be, commanding him, that by oaths and affirmations of twelve good and lawful men of his bailiwick, who shall be indifferent to the parties, he shall inquire, whether the person or persons, owning any lands and tenements necessary to be used by the said directors, or which may be injured in establishing the said canal or canals, or in opening or clearing such river or rivers, which person or persons shall be named, and which lands and tenements shall be described in such writ or writs, will suffer and sustain, and what damages, by reason or means of taking any lands, tenements, mill, mill pond, water, watercourse, or other real hereditament, necessary for the use of any such canal, or for the opening of the navigation of any such river, and the locks and works thereto belonging, and to return the same writ, together with the finding of the said jury, to the next supreme court of this state, after such finding, and, upon such writ being delivered to the said sheriff, he shall give at least twenty days notice in writing, to all and every the owners of the lands and tenements in the said writ described, or to so many of them as can be found, or to the agent or agent of such owners, of the time of executing the same, and shall cause to come upon the premises, at the time appointed, twelve good and lawful men of his bailiwick, who shall be selected in such manner, as struck juries usually are, to whom he shall administer an oath or affirmation, that they will diligently inquire concerning the matters and things, in the said writ specified, and a true verdict given, according to the best of their skill and judgment, without favor or partiality; and thereupon the said sheriff and inquest shall proceed to view all and every the lands and tenements in such writ specified, and having considered the quantity of land, and land covered with water, mills, buildings or other improvements, that shall be necessary to be vested in the said company, for the purposes aforesaid, and any water course then existing, the use whereof will be necessary for the purposes aforesaid they shall cause the same to be minutely and exactly described by metes and bounds or other particular descriptions, and shall value or appraise the injury or damages, if any, which the owner or owners of the said lands, tenements, mills, water, watercourses, building or improvements, will, according to their best

The Charter of the S.U.M.

skill and judgment, sustain and suffer, by means of so much of the said lands and tenements being vested in the said company, or by means of such improvement being destroyed or rendered useless, or of less value, or by means of the said company being permitted to turn such water to fill their canal and locks, or by means of said company being permitted to enlarge any mill pond, mill-race, or other watercourse, and to use the same as, and for part of such canal and navigation, or by any other means whatsoever, defining and ascertaining as well all such lands and tenements, liberties and privileges, so to be vested in the said company, as the several sums, at which the said injuries and damages shall be so assessed; and the said sheriff and jury shall make an inquisition, under their hands and seals, distinctly and plainly setting forth all the matters and things aforesaid; and the sheriff shall forthwith return the same, together with the said writ, to the office of the supreme court, and at the first supreme court, which shall be held next after the return of any such writ, the justices of the said court shall examine the same; and if the said writ shall appear to have been duly executed, and the return thereof be sufficiently certain to ascertain the lands and tenements, rights, liberties, and privileges, intended to be vested in the said company, and the several compensations awarded to the owners thereof then the said court shall enter judgment, that the said company, paying the several owners as aforesaid, the several sums of money in the said inquisition assessed, or bringing the same into the said court over and besides the costs of such writ, and of executing and returning the same, shall be entitled to have and to hold, to them, and their successors, and assigns, forever, all and every the lands, tenements, rights, liberties, and privileges, in the said inquisition described, as fully and effectually, as if the same had been granted to them by the respective owners thereof; and if any return, so to be made, shall not be sufficiently certain for the purposes aforesaid, the said court shall award an inquisition, de novo; and upon payment or bringing into court all such monies, as by such judgment shall be required to be paid or brought into court, all such lands, tenements, rights, liberties and privileges, shall be fully and absolutely vested in the said corporation, which shall become seized and possessed thereof in like manner, as the then late owner or owners was or were seized and possessed thereof.

Provided Always, That no greater quantity of land shall be in such writ directed to be set out, or shall be set out by any such jury, than shall be sufficient for such canal and navigation, and to leave on each side of any canal intended to be cut, or water intended to be rendered navigable, a space or distance not exceeding two hundred and fifty feet, for the better maintaining and repairing of such canal or locks, or other works and buildings, which it shall be necessary to erect and maintain, for the purpose of such canal, or other navigable water.

The Charter of the S.U.M.

XVIII. And be it further enacted by the authority aforesaid, That wherever such canal shall cross any public or private laid out road or highway, or shall divide the ground of any person into two parts, so as to require a ford or bridge to cross the same, the jury, who shall inquire of the damages to be sustained, in manner herein directed, shall find and ascertain, whether a passage across the same shall be admitted and maintained by a ford, or by a bridge, and on such finding, the said directors shall cause a ford to be rendered practicable, or a bridge fit for the passage of carts and waggons to be built, and forever hereafter maintained and kept in repair, at all and every the places so ascertained by the said jury, at the cost and charges of the said company; but nothing herein contained shall prevent any person from erecting and keeping in repair, any foot or other bridge across the canal, at his own expense, where the same shall pass through his ground; Provided the same shall be of such height above the water, as shall be usual in the bridges erected by the company; And provided also, That such foot or other bridges, so to be erected by the owners of such land, shall not interfere with any of the locks, buildings or other works of the company.

XIX. And be it further enacted by the authority aforesaid, That it shall and may be lawful to and for the said directors, their engineers, artists, and laborers, with carts, waggons, wains, and other carriages, with their beasts of draught and burden, and all the necessary tools and implements, to enter upon the lands, contiguous, or near to the said tract of such intended canal or canals, or to such parts of any river or other waters, as they may propose to clear, and render fit for navigation; and also, to take and carry away any stone, gravel, sand, or earth there being most conveniently situate, for making, repairing, or improving such canal or navigation, and the same to use in carrying on the said work, first giving notice of their intention, to the owners of such lands, and doing as little damage thereto as possible, and repairing any breaches they may make in the enclosures thereof, and making amends for any damages that may be sustained by the owners of such ground, according to a reasonable agreement with the owners, if they can agree, or if they cannot agree, then according to an appraisement to be made, upon the oath or affirmation of three, or if they disagree, any two indifferent freeholders, to be mutually chosen, or if the owners neglect or refuse to join in the choice, then according to an appraisement to be made, upon the oath or affirmation of twelve good and lawful men of the bailiwick, to be summoned, sworn, and empaneled, by virtue of a warrant from any one justice of the supreme court of the state, or any one justice of the peace in and for the county, in which such lands may lie, who, at the request of the said society or their lawful agent, is authorized and required, to issue his warrant to the sheriff of the said county, commanding him that, by the oaths of twelve good and lawful men of his bailiwick, he make the said appraisement, and return the same forthwith, under their hands and seals to the said justice.

The Charter of the S.U.M.

XX. And be it further enacted, by the authority aforesaid, That it shall and may be lawful to and for the said directors, so soon as any mill, canal or part thereof shall be perfected, or any river shall be rendered navigable, in any part where the same was not before navigable, to appoint such and so many collectors of tolls, for the passage of boats and vessels, in, through, and along the same, and at such places, as they shall think proper; and that it shall and may be lawful to and for such toll collectors, and their deputies, to demand and receive of and from the persons having the charge of all boats and vessels, and rafts of timber, plank, boards or scantling, passing through such canal, and the part of such river rendered navigable, and the locks thereunto belonging, such tolls and rates, for every ton weight of the ascertained burden of the said boats and vessels, and for every hundred feet cubic measure of timber, and twelve hundred feet board measure of boards, plank or scantling, in rafts, as the said directors shall think proper; Provided That the whole amount of such tolls and rates, in one year, shall not exceed fifteen per centum on the sums expended in making and establishing such canal, or in opening and clearing such river, over and above the expenses of maintaining and requiring the same, together with the necessary works, and of collecting the said tolls and rates.

XXI. And in order to ascertain the tonnage of boats using said canal navigation, and to prevent disputes between the supercargoes or skippers, and collectors of tolls, concerning the same; be it further enacted by the authority aforesaid, That upon the request of the owner, skipper or supercargo, of such boat or raft, or of the collector of the said tolls, at any lock or place, upon any such canal or water rendered navigable, it shall and may be lawful for each of them to choose one skillful person to measure and ascertain the number of tons, which the said boat or vessel is capable of carrying, and to mark the same in figures, upon the head and stern of the said boat, in colours mixed with oil, and that the said boat so measured, and marked, shall always be permitted to pass through said canal or water rendered navigable, and the locks, for the price per ton, to which the number of tons so marked on her shall amount, agreeably to the rates fixed in the manner aforesaid; and if the owner, skipper or supercargo, of such boat or vessel shall decline choosing a person, resident within four miles of the place where such toll is payable, to ascertain the tonnage thereof, then the amount of such tonnage shall be fixed and ascertained by the person appointed for that purpose by the said directors, or chosen by the said collector of tolls for the said company, and the toll shall be paid according to such measurement, before any such boat or vessel shall be permitted to pass the lock or place, where such toll shall be made payable by the said company.

XXII. And be it further enacted by the authority aforesaid, That if any person or persons whomsoever shall wilfully and knowingly do any act or thing whatsoever, whereby such canal or navigation, or any lock, gate, engine, machine or device thereto belonging, shall be injured or damaged, he or they, so offending shall forfeit and pay the said company, fourfold

The Charter of the S.U.M.

the costs and damages so sustained by means of such known and wilful act, together with costs of suit in that behalf expended, to be recovered by action of debt, in any court having jurisdiction competent to the sum due.

XXIII. And be it further enacted by the authority aforesaid, That the collector of tolls, duly appointed and authorized by the said directors, may stop and detain all boats and vessels, using the said canal and navigation, until the owner, skipper, or supercargo of the same shall pay the tolls, so as aforesaid fixed, or may distrain part of the cargo therein contained, sufficient by the appraisement of two creditable persons, to satisfy the same; which distress shall be kept by the collector of tolls, taking the same, for the space of five days, and afterwards be sold by public auction, at the most public place in the neighborhood, to the highest bidder, in the same manner and form, as goods distrained from rent are by law sold, and saleable, rendering the surplus, if any there be after payment of said tolls and the costs of distress and sale to the owner or owners thereof.

XXIV. And be it further enacted by the authority aforesaid, That the said directors shall, at the expiration of every third year, from the date of their incorporation, lay before the legislature of this state, an abstract of their accounts, touching such canals and waters rendered navigable, shewing the whole amount of the capital expended in purchasing real estates, and in digging, erecting, and establishing the whole of such canals, locks and works, and in rendering such waters navigable, and the whole income and profits arising from the said tolls, for and during the said periods, together with the exact amount of the contingent charges of supporting, maintaining, and keeping the same in repair, for the said periods, to the end, that the clear annual profits may be known; and if at end of such period, it shall appear from such abstract, that the clear profits and income of said company, as touching the said canals and waters rendered navigable, will bear a dividend of more than fifteen per cent per annum, as above limited, then and in such case, the said tolls shall be reduced so much as will reduce the said clear profits and income to a dividend, not exceeding the said rate of fifteen per centum per annum; and the surplus, which may have at any time accrued, shall be paid to the order of the legislature of this State, to be applied in their discretion to the encouragement of literature, arts and sciences within this State.

XXV. And whereas the first attempts towards the establishment of manufactories by the said society, may be attended with loss, so as to impair and diminish the capital thereof, and the society have prayed that this legislature would authorize them to raise by lottery certain sums for their indemnification against said losses; in compliance with the said request, and for the further encouragement of the said establishment; Be it enacted by the authority aforesaid, That the said society be, and they are hereby authorized and empowered, by one or more lotteries, to be drawn within this State, according to such scheme or schemes, and upon

The Charter of the S.U.M.

such terms as the directors of the society shall institute, publish and declare, and under the management of such persons, as the said directors shall for that purpose appoint, to raise for the benefit of the said society a sum or sums not exceeding in the whole, one hundred thousand dollars, over and above such charges and expenses, as shall have been incurred in and about the management and drawing of the said lottery or lotteries.

XXVI. And whereas it is deemed important to the success of the undertaking aforesaid, that provision should be made for incorporating, with the consent of the inhabitants, such district not exceeding in content the number of acres contained within six miles square, as may become the principal seat of the intended establishment; Be it further enacted by the authority aforesaid, That at any time after the directors of the said society shall have made a choice of a suitable place, for the principal seat of their said manufactories and shall have certified the same to the governor of this State, for the time being, it shall be lawful for the said directors, by advertisements, in one or more of the public gazettes, printed in this State, and also by advertisements affixed in the most public and notorious place within such district, to give notice, that it appears to them conducive to the interest of the said society; if agreeable to the inhabitants of the said district, that the said inhabitants should be, and become a body politic and corporate, and if within sixty days after such public notification, a majority of the taxable inhabitants of said district, shall not express their dissent from the incorporation of the said district, in writing, signed with their names, addressed and delivered to the governor of this State, it shall be deemed and taken to be evidence of the assent of the said inhabitants to be, and they shall thereupon be created and become a body corporate and politic, in deed and law, by the name and title of, "The Corporation of the Town of Paterson," to have perpetual succession; and they and their successors shall at all times be able and capable in law to have, hold and enjoy, any lands, tenements and hereditaments, goods and chattels of whatsoever kind or quality, and the same to sell, grant, alien and dispose of, to sue, and be sued, implead, and be impleaded in courts of justice, or any place whatsoever; to make and use a common seal, and the same to alter and renew at pleasure; and also in manner hereinafter mentioned, to ordain, establish and put in execution, all necessary and convenient by laws, ordinances and regulations; Provided the same are not contrary to the laws and Constitutions of the United States, or of this State.

XXVII. And be it further enacted by the authority aforesaid, That if any number of the said taxable inhabitants shall signify their dissent in manner aforesaid, and if the society shall controvert the same, being a majority of the said taxable inhabitants of the said district, it shall be lawful for the governor of this State, upon application made to him by the society in that behalf, to issue a writ to the Sheriff of the County, in which the major part of such district shall be, commanding him to make or cause to be made, an enumeration of the taxable inhabitants of the said district, and to return the same within a certain time to be expressed therein, not more than three, nor less than one calendar month, after the teste of the said writ,

The Charter of the S.U.M.

and the same writ to renew in case of default, until the said enumeration shall be duly made and returned; and if upon such enumeration it shall appear, that the number of persons, who have signified their dissent, are less than a majority of the whole number of the taxable inhabitants, then the dissent so signified shall be void and of no effect.

XXVIII. And be it further enacted by the authority said, That for the well ordering of the affairs of the said corporation, there shall be a mayor, recorder, twelve aldermen and twelve assistants, and town clerk, who shall be appointed by the Council and General Assembly of this State, in joint meeting, and commissioned by the governor of this State, in the same manner as the judges and justices of the peace, and clerks of the inferior court of common pleas, and quarter sessions of the peace throughout the State, are appointed and commissioned, and shall be in like manner amenable to the Council and General Assembly; and all other officers and ministers of said town, whose appointments are not herein otherwise provided for and prescribed, shall be chosen by the inhabitants of the said town, at their annual town meetings, which shall be held at the same time, that the annual town meetings, in the other townships in the county, shall by law be held; that the sheriff and coroner, being elected by the said inhabitants, freeholders within the said town, and commissioned by the said governor, upon a certificate of their election, signified by the mayor or recorder, with any three or more of the aldermen, and being so commissioned, shall or may continue in office one year thereafter, and shall be vested with all the power and authority during said year, and entitled to all the privileges respectively within the said town, and subject to all the penalties for neglect of duty, which the sheriffs and coroners, in the several Counties within this State, are vested with, entitled or subject to, in like cases and circumstances, and shall be subject to such further penalties for neglect of duty, as he or they may be subjected to by the by-laws made and passed by the corporation of said town, and shall give security for the due performance of their respective offices, in like manner; and the assessors, collectors, and overseers of the poor, so chosen as aforesaid, shall be vested with all the powers and authorities, and entitled to all the privileges, within the said town respectively, and be subject to all the penalties for neglect of duty, which the like officers in the several townships of this State are vested with, entitled or subject to, in like cases and circumstances; and also that the said mayor, recorder, aldermen, and assistants; in common council assembled, shall and may, from time to time, elect, nominate and appoint, constables, and such other subordinate officers of the town aforesaid, not herein named, as they or the greater number of them, the mayor or recorder being one shall think necessary, for the better ordering and governing the said town; which officers, so appointed, shall continue in office, until others shall be appointed to succeed them, and be sworn or affirmed into office.

Provided always, That the several officers appointed pursuant to the directions of this act, before they severally take upon them the execution of their respective offices, shall take and subscribe the oath or affirmation of allegiance to this State, and also take the oath or affirmation of office.

The Charter of the S.U.M.

XXIX. And be it further enacted by the authority aforesaid, That the said town clerk, who shall be called clerk of the town of Paterson, and his successors forever, shall act and do all things within the town aforesaid, which any town clerk of and in any borough or town-corporate, by virtue of his office, can or ought to do; that the clerk of the said town, for the time being, shall also be clerk of the said Court of Common Pleas, to be held as aforesaid, and also clerk of the peace, and of the sessions of the peace, for and in the said town, and all and singular those things, which to the office and offices of such clerks do, and shall appertain, to do, execute and perform; and also shall and may require, demand, take, accept, hold, keep, and enjoy, all fees, perquisites and profits, which to any clerk of the peace and sessions of the peace, or to any clerk of any Court of Common Pleas, in any County of this State, do or ought to belong; that the said town clerk and his successors, clerk as aforesaid, upon their appointment, shall take the oath or affirmation of allegiance to the State, and also the usual and legal oath or affirmation of office, before the mayor or recorder of said town, for the time being, either of whom is hereby authorized to qualify into office as aforesaid such clerk of the said town; that the said clerk, for the time being, shall be and is hereby authorized and empowered, to administer the oath or affirmation of allegiance aforesaid, and also the usual and legal oaths or affirmations of office, to the mayor, recorder, aldermen, assistants, sheriff, coroner, and all, and every other office and minister, who shall be appointed or elected to serve in and for said town, but in case the clerk shall be absent, dead, or removed, the said mayor or recorder shall and may administer the oaths or affirmations aforesaid, to all such officers, when duly elected, or appointed, and report same to said clerk or his successor, to be enrolled.

XXX. And be enacted by the authority aforesaid, That in case of a vacancy in the office of mayor and recorder, by death, resignation, or removal, or otherwise, during the recess of the legislature, that in such case, the governor of this State, for the time being, is hereby authorized to supply such vacancies, and commission them accordingly; which said commission shall continue in force, till the legislature of this State, at a joint meeting shall appoint persons to fill said offices, and the said person or persons so appointed, be duly commissioned and qualified to execute the same.

XXXI. And be it further enacted by the authority aforesaid, That it shall and may be lawful for the said Mayor, recorder, aldermen, and assistants, to make such by-laws, ordinances, rules and regulations, not inconsistent with the laws and constitutions of the United States, or of this State, as to them shall appear necessary and beneficial for the good government of the said district, and the same to put into execution, revoke, alter and make anew, as occasion shall require, and to impose such fines and amercements upon persons transgressing such by-laws, rules and ordinances, as shall appear to them reasonable, to be levied by distress and sale of goods of the party offending, by warrant under the hand and seal of the said mayor or recorder, or by such other warrant or process as shall have been prescribed by the laws and ordinances of the said corporation, to be recovered by action, for the use of the inhabitants of the said district; and upon the submission of the parties, the said mayor, recorder,