EASTERN SHORE MANUFACTURING COMPANY.

An act to incorporate a Manufacturing Company, in Talbot County, on the Eastern Shore of Maryland.

BE it *enacted, by the General Assembly of Maryland.* That EDWARD LLOYD, SAMUEL S. DICKINSON, WILLIAM MELUY, WILLIAM E. SETH, ROBERT MOORE, LAMBERT REARDON and JOHN KEMP, be, and they, or any three of them, be, and they are hereby appointed Commissioners, with full power and authority to open, or cause to be opened, books for receiving and entering subscriptions for raising a capital stock, not exceeding fifty thousand dollars, in shares of twenty five dollars each, for the purpose of manufacturing woollen, linen and cotton cloths.

And be it enacted, That the commissioners aforesaid, or any three or more of them, shall open said books at some convenient place by them to be appointed, in the town of Easton, in Talbot county. The time and manner of entering and securing such subscription, to be fixed upon by said commissioners, or any three or more of them, to be advertised by them, at least six weeks before said subscriptions shall be taken, in one or more papers published in the town of Easton.

And be it enacted, That whenever one thousand shares of the said stock shall be subscribed for, all persons who may then be, or thereafter may become the actual proprietor of shares in the said capital stock, either as subscribers for the same, or as the legal representatives, successors or assignees of such subscriber, shall be, and they are hereby made and created a body politic and corporate, by the name and style of the President and Directors of the Manufacturing Company of the Eastern Shore of Maryland, and by that name may sue and be sued, plead and be impleaded, and do and suffer all acts, matters and things, which a body politic and corporate may lawfully do and suffer.

And be it enacted, That whenever the said one thousand shares shall be subscribed for, that then the commissioners aforesaid, or any three or more of them, shall, by giving at least six weeks notice thereof, in one or more newspapers published in the town of Easton, call a meeting of the said stockholders, in the town of Easton, for the purpose of electing from amongst the stockholders seven directors, three of whom shall reside in the town of Easton, and the remaining four in Talbot county, which election shall be by ballot, on the day at the place appointed therefor by the said commissioners, from the hour of nine o'clock in the morning, until four o'clock in the evening; & the persons qualified as aforesaid, having a plurality of all the votes taken, shall be deemed & considered directors of the said company, until a new election shall take place as hereinafter provided for; and the said directors, and those from time to time elected, shall and may appoint by ballot one of their board President, and adopt and use a corporate seal of said company, and make and adopt all by-laws, rules and ordinances for the government and direction of said company, and the affairs thereof, as the said board may judge necessary for the carrying into effect the provisions of this law, provided the same be not repugnant to the laws of this State, or those of the United States.

And be it enacted, That at all elections to be holden in virtue of this act, every stockholder shall be entitled to vote by himself, his agent or proxy appointed for that purpose by writing, subscribed by such stockholder, & attested by one or more witnesses; and every such stockholder shall be entitled to as many votes as he, she or they possess shares in the said stock, as far as twenty shares, & one vote for every two shares thereafter, as far as forty shares; and one vote for every five shares thereafter; and every stockholder may, at his pleasure, transfer his interest in any share, such transfer being made in the books of said company, in such manner as shall be by them directed.

And be it enacted, That immediately after the election of directors as aforesaid, all the powers and duties vested in the said commissioners, in virtue of this act, shall cease and determine; and they shall forthwith deliver over to the said directors all the books containing the names of subscribers for said stock, and the papers relating thereto; & the directors to be so first appointed, shall continue in office for at least one year, and until the first Tuesday in June, which shall happen after the expiration of the said first year.

And be it enacted, That on the said first Tuesday in June, & in every year thereafter, an election shall be held as aforesaid, in the town of Easton, for seven directors, qualified as aforesaid, to continue in office until the first Tuesday in June next succeeding such election, which elections shall be holden by the president and directors for the time being, and of which six weeks notice shall be by them given in one or more newspapers published in the town of Easton.

And be it enacted, That the amount of each share of said stock shall be paid to the president and directors for the time being, by instalments not exceeding two dollars and fifty cents, at such time as they shall appoint, of which required payment three weeks public notice shall be by them given in one or more newspapers published in the town of Easton, specifying the time and place at which such payments are to be made; and in case any instalment shall not be paid at the time appointed, or within thirty days thereafter, the same may be recovered, in the name of the company, in the like manner as debts of equal amount are recoverable, or the share or shares of the persons so in default, with the previous payments made thereon, may be declared forfeited to the company, at the discretion of the president and directors; and in case proceedings at law shall be adopted for the recovering of any instalment, extracts from the lists of said stockholders in said company, signed by the president, and attested under the corporate seal, shall be considered *prima facie* evidence of the ownership of the shares set forth in such extracts.

And be it enacted, That in case any director shall be chosen president, the remaining directors shall immediately choose, by ballot, from among the stockholders, a person to supply his place; and whenever a vacancy shall happen in the office of director or president, by death, resignation, removal from the state, or by any other means, it shall immediately be filled by ballot, by the directors from among the stockholders, till the next election in course.

XI. *And be it enacted,* That in case of the necessary absence of the president, he may, by writing under his hand, appoint one of the directors, who shall in all respects act for him during his absence, and in default of such appointment, the directors shall have power to appoint a president pro-tempore, who shall in all things act as president during the said absence.

XII. *And be it enacted,* That the president and directors shall have power,

1st. To purchase and hold on behalf of the said company, in fee simple, or otherwise, lands and real estates suitable for the erection of the necessary works, and for the accomplishment of their undertaking as they shall judge proper.

2d. To prepare or procure, adopt and execute such plan or plans as they shall think most advantageous and effectual for establishing, carrying on and encouraging manufactories of all the useful or necessary articles which have heretofore been imported from foreign countries, commencing first with the manufactories of wool, cotton and linen cloths, by means of labour-saving machines.

3d. To make all by-laws, rules and regulations, necessary for the well ordering & conducting of the business of the company; and such by-laws, rules and regulations, to alter, or change annul at their pleasure; but every such by-law, rule or regulation, may be altered or repealed by the stockholders at a general meeting to be called for that purpose, by any forty or more stockholders; *Provided,* That there be present at such general meeting, stockholders holding one thousand shares in the whole, or their proxies, and that six weeks notice be given in one or more newspapers published in the town of Easton of such meeting, and of the alteration or repeal intended to be proposed thereat.

4th. To appoint and remove at their pleasure all clerks, superintendants agents or other officers necessary for carrying on the business of the said company, and to fix and to pay out of the funds of the said company, the compensations of all such clerks, superintendants, agents or other officers.

5th. To make such contracts for labour, materials, engines and machines, and such purchases of lands, tenements or hereditaments, in fee simple or otherwise, and to contract for and obtain in behalf of the said company, all such privileges, permissions, rights and advantages of every kind and nature whatever, as they shall judge necessary for establishing, carrying on and encouraging manufactories, agreeably to the first article of this association; and all the necessary conveyances and assurances of the said lands and tenements, hereditaments, materials, engines, machines, privileges, permissions, rights and advantages to sell again, let, hire, or otherwise dispose of in whole or in part, for the benefit of said company, in such manner and on such terms and conditions as they may judge most proper, and all proper and needful conveyances, assurances, contracts and deeds therefor, to make and execute.

6th. To receive, use, dispose of and employ, for the purposes aforesaid, or any of them, all the capital stock, money, property and funds of the said company, of every nature and kind whatever, now or at any time hereafter to be held or claimed, keeping and rendering to the stockholders, at each annual meeting for the choice of directors, a particular account of all the stock, property, money and funds so received, expended and disposed of in the course of the year then next preceding, and of all contracts, purchases, leases, sales and dispositions, so to be made within the same period, which shall at all times be subject to the inspection of the stockholders.

7th. To provide for and pay out of the revenues and funds of the company, all such annual expenses as it may be necessary to incur, for keeping up, carrying on and encouraging the said manufactories, or for promoting and carrying on, in any manner, the business of the company.

8th. To bind by their contracts, deeds and writing, under the hand of the president, and the seal of the company, all the property, estate, common stock and joint funds of the said company, but not the persons or separate property of themselves or any of the stockholders.

9th. To establish rules and regulations for the trasfer of the stock of the said company, and for the proof of the property, and ownership therein.

10th. To call general meetings of the stockholders from time to time, and at such times and for such purposes, as they shall think proper, giving six weeks notice in one or more newspapers published in the town of Easton, of the time, place and purpose of every such meeting respectively: *Provided,* That no such meeting shall be competent to the transaction of any business whatever, unless there be present thereat, the holders of one thousand shares at least, or their proxies.

11th. And generally to do, act and transact, in all things for the said company, relative to the undertaking common stock and joint property aforesaid, in as full and complete manner as the individual stockholders or subscribers might do, were they personally present.

And be it enacted, That the president and directors, or a majority of them, so soon as the progress of the work, and the state of the fund will permit, shall make, declare and pay to the stockholders, or their legal representatives, half yearly dividends, at certain stated times, on the stock of the company, reserving however, out of the income of the company's property, such sum annually as they shall judge necessary or prudent for repairs, augmentation and contingencies.

And be it enacted, That the original subscribers to this association, and the assignees, transferrees and legal representatives of all such original subscribers, forever, shall be taken and deemed, to all intents and purposes, to be members of the company, and shall be entitled to all the rights, benefits and advantages, to arise in any manner therefrom, or from the property, works and capital stock thereof, in proportion to the amount of their stock and interest respectively: *Provided,* That no transfer or assignments of the capital stock shall be valid, unless it be made on the book of the company, and in such manner as the president and directors, or a majority of them shall appoint; and every person or persons having so transferred or assigned the whole of his, her or their interest and stock in the said company, shall thereafter cease to be a member or members of the said company, to all intents and purposes.

And be it enacted, That the president and each director, before he enters upon the duties of his office, shall take the following oath or affirmation, as the case may be: I —— ——, do solemnly swear or affirm, that I will impartially, faithfully, diligently and honestly execute the duties of ——— conformably to the constitution, or articles of association of the same, and the trusts reposed in me, to the best of my skill and judgment; and the clerks, bookkeepers and other officers, shall also take a similar oath or affirmation, and shall besides give bond with security to the satisfaction of the president and directors, for the faithful discharge of their duties in their respective stations.

TO THE PUBLIC.

The utility of Manufactures in the present state of our country, or indeed at any other period, must be so obvious to every discerning mind, that the Commissioners deem it unnecesary to say any thing on that subject: but as numbers of our fellow citizens have expressed a wish to know the object of the contemplated establishment, we feel a freedom to throw our views before the Public. We, as commissioners, cannot say what course may be pursued by the persons who may be appointed to the direction of the Institution, but our ideas are that the works would be better carried on by the force of Steam, than by water—and that for the following reasons: 1st—There would be considerable difficulty in procuring a suitable stream for the erection of the works, in a situation convenient. 2d—In case such a stream could be procured, the evaporation from a pond of considerable extent, would render its neighbourhood unhealthy; of course the hands employed in the works would be liable to disease, in the season when their labour would be most necessary. 3d—If carried on by the force of steam, there may be works of any extent added to those of the Manufacturing of Cloths: For instance, a Merchant or Grist Mill may be worked with a small additional expense, which would yield the stockholders a handsome profit.—The utility of a mill on an extensive plan, to this part of the country in particular, we think needs no elucidation; and by combining this with the Manufacturing establishment, will render it an object worthy the attention of almost any person who feels anxious to promote the welfare of his country. By such a combination the stock may be rendered a considerable source of wealth, without much danger of loss: as, if any thing should turn up, so as to render the Manufacturing business unprofitable, the works might still be employed in the Milling business, in working Saw mills, Tilt Hammers, &c. &c.

But the above hints are merely private opinion, and the whole will rest with the Stockholders to direct what kind of works, and to what extent they may think proper.

The Commissioners would fondly entertain a hope that their fellow citizens will not suffer the present opportunity to pass over, without exertion to set the establishment into operation;—as it is probable if this attempt should fail, it will be a long time before any thing of the kind will be attempted here again. And it now rests with men of influence and property, to say whether a work of so much public benefit shall be effected, or fall to the ground.

By order of the Commissioners,
ROBERT MOORE, Sec'ry

Easton, 3d mo. 17th, 1812.

American superfine Cloths.

The commencement of the year 1812, presents, us with an opportunity of noticing the great advancement and improvements made in this highly important branch of our manufactures; improvements which a few years since it would have been deemed impossible to have made in half a century

There is now exposed for sale, at the domestic society's warehouse, superfine cloths, from the woollen manufactory recently established at Middletown in Connecticut, made of the first imported Merino wool, and which will bear comparison with the best of imported, the wool is superior to most of the foreign superfines, and the colors warranted to be in every respect equal—Mr. *William Patridge,* a first rate dyer from the west of England, and who has resided in this city for some years, has the management of the dying department. These cloths are the first which the Middletown company have introduced into this city, and we doubt not but every encouragement will be given to the sale of them, in a decided preference by all who are friendly disposed to the progress of improvement in our country.

It gives us much pleasure, whilst noticing this subject, to make mention of Oliver Evans, steam engines; all the various machinery of the above establishment is carried by one of them made here about 12 months since, and which has given the great satisfaction to the proprietors. In every respect they consider it altogether superior to the English engines (and the best power for a woollen manufactory)—not only in the manner of using the steam and the great saving of fuel resulting therefrom (which is Mr. Evans's great improvement) but in the construction and symplicity of all parts of the machinery. By means of one steam valve revolving in one direction in a rotatory manner, he at once does away the necessity of all the complicated and expensive valves used to Watt and Bolton's engines for introducing and discharging the steam from the main cylinder. Besides the advantages resulting to the establishment from the use of this engine in warming the rooms free of expense from the waste steam that has done its work, the same steam is also applied in connection with the brushing machine in finishing their cloth, without adopting the method of oiling and not pressing as is commonly practised in England. In this method of finishing, the cloth does not require sponging before it is made up. [*Aurora.*

FOR THE STAR.

TO Dr. ROBERT MOORE,
SECRETARY OF THE COMMISSIONERS, &c

IT may be presumed that many of our fellow citizens are sensible of the utility of establishing domestic manufactories, and are anxious to promote them: And though it may be proper to avail ourselves of the zeal which a particular situation of our country may inspire, it appears to be advisable to establish them upon such foundations as may continue permanent, whatever changes may take place in future in the condition or relations of our public affairs. The primary objects are, to select those species of manufactures, the constant demand of which will secure the permanency of the establishment, and in the meanwhile to be able to make such uses of the machinery, with regard to other kinds, as the peculiar state of the nation under certain emergencies may render useful to the community and profitable to the undertakers.

But though we should all feel satisfaction in seeing such works accomplished, and the people enjoying, in the pride of independence, the fabricks of their own hands; it is still natural to enquire, whether the scheme be practicable here?—whether we possess convenient and sufficient means for this purpose?—whether managers can be found with skill and leisure to attend to it?—and, whether such a reasonable profit can be assured to subscribers, as shall induce them to hazard any share of capital? For, sir, as far as I perceive, you must appeal to the interest, as well as to the patriotism, of your fellow citizens, and be prepared to shew, not only a useful object, but that the object is practicable, and will compensate the stockholders in a sufficient degree. It is admitted, however, that this is no part of the duty of the Commissioners, and that they have done all that the law requires of them, and even more.

Nevertheless an opportunity is now presented of calling the public attention to this subject; and in reality its importance deserves our most serious consideration. It is material to inquire into the utility of establishing domestic manufactures, and the particular kinds; into the scheme or plan proper for conducting them; into the estimates necessary for ascertaining their expense; into the "ways and means" for raising a sufficient capital; and into the probability, by its judicious employment, of making it produce a reasonable profit to the adventurers. You have, with great propriety, published the act of incorporation; and fortunately it is so framed as to allow all the time which can be demanded for making these inquiries, and receiving the most satisfactory communications.

There is no period limited within which the institution must be formed, or abandoned.

The opening of the Books for subscriptions is not confined to a day, but may be continued, or adjourned from time to time, until the requisite number of shares shall be taken

No instalment is to be paid until required by the President and Directors, upon giving reasonable notice in the public papers

And the instalments so to be required are moderate and convenient.

And, moreover, much or all risk may be avoided by the choice of prudent Directors; by furnishing them with the means of acquiring full knowledge upon the proposed objects of inquiry; and by restraining them from requiring the first instalment until the consent of a majority of the subscribers, to be summoned to a general meeting for this purpose, be previously obtained.

I would therefore beg leave to suggest to the consideration of the Commissioners, the following propositions:

First. That if the subscriptions shall not be completed on the day announced for the opening of the Books, an adjournment be made for this purpose, from Tuesday to Tuesday, until the requisite number of shares be subscribed. But considering that, according to the views of this address, the great and first point is to make an ENDEAVOUR to establish the company, and to give the means of a candid and patriotic trial, it ought to be hoped that all who are disposed to promote domestic manufactures will come forward at once, and by this proof of public spirit at least encourage the inquiry.

Secondly. That each subscriber at the time of choosing the Drectors, shall pay to the Judges of the Election the sum of five cents a share, as a fund for the following purposes: To defray the expences of the Directors, in their correspondence with the managers of other institutions, and with artists, undertakers, and makers of machinery—in visiting establishments already in operation; in purchasing draughts and pamphlets upon works of this nature—and in paying bills for printing; and to indemnify them against those costs and charges which must be incurred, in order to enable them to obtain the necessary knowledge which appears to be desired. It cannot be expected that the Directors should, not only give their time and attention in making these enquiries, but also bear the expence of doing so. It is reasonable to provide the means; and being so provided, they will exert themselves with zeal and diligence The sum to be paid is very inconsiderable, but may be sufficient: And if the result of their inquiries should not be satisfactory to the subscribers, nor induce them to proceed in carrying on the enterprise, they will not regard so small a sacrifice, nor regret their cost in ascertaining the practicability of an institution so important to their country, and interesting to their immediate neighbourhood.

Thirdly. That the subscriptions should be made, subject to this provision—"That "the President and Directors shall not require the payment of the first installment "without the consent of a majority of the "subscribers" To obtain this, they shall call a general meeting upon three weeks notice, as soon as they shall be prepared to place before the subscribers the result of their inquiries. It will be naturally expected at this meeting that the President and Directors will be enabled to produce—a scheme of manufactures—the size and nature of a suitable building—the machinery proposed—the requisite quantity of personal labour—the necessary number of managers—an estimate of the cost of all these, and the surplus of stock remaining—the mode of employing this surplus—the probable amount of profits—and every other detail which an untried understanding can be reasonably supposed to furnish. Upon these statements the minds of the subscribers will be informed; and they will then determine whether it be advisable to embark in such an enterprise, or abandon it.

In proposing to engage in so great an undertaking by individual efforts, we naturally feel diffident: But diffidence can accomplish nothing. Courage and perseverance have overcome difficulties which appeared insurmountable: Perhaps the old copy is true—that nothing is impossible to a *willing* mind. Let us carry by numbers what might fall too heavily upon a few: Let us all unite and each one hazard a little: Let us be cautious, but at the same time courageous; be persevering, but at the same time patient.—If the indisposition of the neighbouring counties should leave the first burdens upon Talbot, let Talbot come forth with all her strength; she can accomplish the scheme, and ere long her inhabitants may be abundantly rewarded.

A Citizen of Talbot County.

March 14, 1812.