

No. 131, A.]

[Published April 21, 1891.]

CHAPTER 263.

AN ACT to provide for the incorporation of trust, annuity, guaranty, safe deposit and security companies, and to repeal chapter 158, laws of 1887, entitled, "An act to amend chapter 33, of the laws of 1885, entitled, 'An act to provide for the organization of trust companies,'" and the repeal of chapter 33, laws of 1885, entitled, "An act to provide for the organization of trust companies," and to repeal chapter 294, of the laws of 1883, entitled, "An act to provide for the organization of trust companies."

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows:

Trust, annuity, guaranty, safe deposit and security companies may be organized.

SECTION 1. Any number of persons not less than five, may associate themselves and become incorporated for the purpose of transacting business as a trust, annuity, guaranty, safe deposit and security company, upon complying with the provisions of chapter 86, of the revised statutes of Wisconsin, and the provisions of this act; and any company so formed and its successors, shall be entitled to the rights and privileges and subject to the duties and obligations herein prescribed.

Capital stock.

SECTION 2. The capital stock of any such corporation shall be fixed and limited by the articles of association, and must be at least one hundred thousand dollars (\$100,000) and not to exceed five million dollars, except that in cities of less than one hundred thousand inhabitants, such capital stock shall not be less than fifty thousand dollars. When fifty per centum of the capital stock named in the articles of association shall have been paid in, in cash, and an affidavit to that effect is duly sworn to by the president or the secretary of the corporation, and filed with the secretary of state, the secretary of state shall by proper certificate authorize such association to commence business under this act. The balance of the capital stock of such corporation shall be paid in at such times, and in such amounts

as the board of directors may determine, but the whole thereof shall be paid in within six months from the date of the commencement of business; and whenever such capital stock shall be fully paid, and an affidavit to that effect is duly sworn to by the president or the secretary of the corporation, and filed with the secretary of state, he shall give to the corporation a certificate to that effect.

SECTION 3. As soon as possible, and not later than six months after any such company has commenced business under the provisions of this act, it shall deposit with the state treasurer of this state, not less than fifty per centum of the amount of its capital stock nor more than one hundred thousand dollars in amount; such deposit to be in cash or bonds or in mortgages, or notes and mortgages, on unincumbered real estate within the state of Wisconsin, worth double the amount secured thereby, or public stocks and bonds of the United States or of any state of the United States that has not defaulted on its principal or interest within ten years, or of any organized county or township, or incorporated city in this state, and upon all which bonds or other securities there shall have been no default in the payment of interest or principal for a longer period than thirty days; which cash, bonds and mortgages, or notes and mortgages, or public stocks or bonds, shall be held by the state treasurer, in trust, as security for the depositors and creditors of said corporation, and for the faithful execution of any trusts which may be lawfully imposed upon, and accepted by such corporation. Such corporation may, from time to time, withdraw the said securities from the said treasurer, as well as the cash or any part thereof; provided, that securities or cash of the amount and value required by this act shall at all times during the existence of such corporation, remain in the possession of the state treasurer, for the purpose aforesaid. And until otherwise ordered by a court of competent jurisdiction, the said state treasurer shall pay over to such corporation the interest, dividends, or other income which he shall collect upon such securities; or he may authorize the said company to collect the same for its own benefit. Upon such

Securities to be deposited with state treasurer.

deposit being made, the state treasurer shall issue to the said corporation a certificate of such fact, and an amount equal to that stated in such certificate, shall remain with the state treasurer in manner provided above.

Board of directors.

SECTION 4. The stock, property and affairs of such corporation shall be managed by not less than five directors, each of whom shall own and hold in his own name not less than ten shares of the capital stock of the company, to be elected after the first election on the second Tuesday of January of each year, in such manner as the by-laws of said corporation shall determine, and shall hold their offices for the period of one year, and until their successors shall be duly chosen and qualified; said directors shall have power to make all by-laws that may be proper and necessary for them to make, not inconsistent with law, for the general regulation and management of the business of the company, and the administration of its affairs; and shall choose one of their number president, and a majority of them convened, according to the by-laws, shall constitute a quorum for the transaction of business; said directors shall have the power to fill any vacancy which may happen in their board by death, resignation or otherwise, for the current year.

Other officers.

SECTION 5. All other officers necessary for the transaction of the business of such corporation shall be chosen in such manner as the by-laws thereof shall prescribe.

Powers of such corporations.

SECTION 6. Any corporation organized under this act shall have power in and by its corporate name to take, receive and hold, and repay, reconvey and dispose of any effects and property, both real and personal, which may be granted, committed, transferred or conveyed to it, with its consent upon any terms, or upon any trust or trusts, at any time or times, by any person or persons, including married women and minors, body or bodies corporate, or by any court, including the federal courts; and when any money or other property, is so entrusted to such corporation by or in the name of any minor or married woman, the same may be held in the same manner, and the receipt of such minor or married woman shall have the same effect as provided in and by section 2020, of the revised statutes of Wisconsin;

and to administer, fulfill and discharge the duties of such trust or trusts for such remuneration as may be agreed on; and any such corporation shall have power to act generally as agent or attorney for the transaction of business, the management of estates, the collection of rents, interest dividends, mortgages, bonds, bills, notes and securities for moneys; and also to act as agent for the purpose of issuing, negotiating, registering, transferring or countersigning the certificates of stock, bonds or other obligations of any corporation, association or municipality, and to manage any sinking fund therefor, on such terms as may be agreed upon. And any company organized under the provisions of this act shall have power to accept and to execute the offices of executor, administrator, trustee, receiver or assignee, or guardian of any minor or insane or incompetent person, lunatic or any person subject to guardianship; and in all cases when application shall be made to any court in this state for the appointment of any trustee, receiver, guardian or administrator, or guardian of any minor, incompetent person, insane person, lunatic or any other person subject to guardianship, it shall be lawful for any such court to appoint such company, with its consent, to hold such office or offices; and the accounts of said company as such trustee, receiver, assignee, executor, administrator or guardian, shall be regularly settled and adjusted by the proper officers or tribunals; and all proper, legal, usual and customary charges, costs and expenses shall be allowed to such company, for the care and management of the estate so committed to it. In case of such appointment by any court, such company shall not be required to make and file any oath or give any bond or security except in the discretion of the court, other than as provided in this act for deposit with the state treasurer. Such corporation shall have power to loan money upon real estate and collateral security, and execute and issue its notes and debentures, payable at a future date, and to pledge its mortgages on real estate and other securities as security therefor. But nothing herein contained shall be construed as giving the right to issue bills to circulate as money, or buy or sell bank exchange or do a banking

business. And any such company shall have power to take and receive from any individual or corporation, on deposit for safe keeping and storage, gold and silver plate, jewelry, money, stocks, securities and other valuables or personal property, and to rent out the use of safes or other receptacles upon its premises, upon such terms and for such compensation as may be agreed upon; and also to become sureties for administrators, guardians or other trustees or persons in cases where, by law or otherwise, one or more sureties are required. Such corporation shall have a lien on any gold or silver plate, jewelry, money, stocks, securities and other valuables and personal property taken or received on deposit by it for safe keeping, as provided in this act; and in case such lien shall not be paid within two years from the date such lien shall accrue, or in case any property so taken or received by it shall not be called for by the person or persons depositing the same, or his or their legal representatives or assigns, within two years from the date of the accruing of any lien upon the same, then such corporation may sell such property at public auction, upon like notices as is required by law for sales on execution, and after retaining from the proceeds of such sale all the liens and charges due and owing at the time of such sale, and the reasonable expenses of the same, shall pay the balance thereof to the person or persons so depositing such property, or his or their legal representatives or assigns.

May hold
necessary
real estate.

SECTION 7. It shall be lawful for any such corporation to lease, purchase, hold and convey any and all land as may be necessary to carry on its business, and that of any trust committed to it, as well as such real or personal estate as it may deem necessary to acquire in the enforcement or settlement of any claims or demands arising out of its business transactions, and to execute and issue in the transaction of its business all necessary receipts, certificates and contracts which shall be signed by such person or persons as may be designated by the by-laws of such corporation.

Shall have
powers usually
vested in such
corporations.

SECTION 8. Corporations created under this act shall have and exercise any and all such powers

as are usually had and exercised by trust companies.

SECTION 9. The directors of any such corporation shall invest so much of the capital as is here- Capital, how invested.
in directed to be deposited in the state treasury, provided that they shall not make such deposit in cash, in bonds secured by mortgages, or notes and mortgages on unincumbered real estate, within the state of Wisconsin, worth double the amount secured thereby, or in public stocks and bonds of the United States, or any state of the United States that has not defaulted on its principal or interest within ten years, or of any organized county or township, or incorporated city in this state. And such board of directors may invest or loan the balance of its capital and other moneys received by such corporation in trust, in bonds secured by mortgages or notes and mortgages on unincumbered real estate within the state of Wisconsin, worth double the amount secured thereby, or in public stocks and bonds of the United States, or any state of the United States that has not defaulted on its principal or interest within ten years, or of any organized county or township, or incorporated city in this state, or in any other such state, duly authorized to be issued, or in such real or personal securities as they may deem proper.

SECTION 10. Every corporation organized under this act shall, on or before the first day of License fee.
March in each year, pay to the state treasurer, as an annual license fee for transacting such business, the sum of three hundred dollars; and in addition, each such company, organized under this act, shall pay two per centum of its net income during the calendar year preceding. The payment of such license and percentage shall be in lieu of all taxes for any purpose authorized by the laws of this state, except taxes on such real estate as may be owned by such corporation.

SECTION 11. Every company organized under Reports.
the provisions of this act, shall report its condition and operation by the first Monday of January in each year, to the secretary of state; and the supreme court may at any time, on application made, authorize any person or persons, under such directions as the court may prescribe, to examine the books and accounts of the said com-

pany, and inquire into and report upon its management and affairs.

Acts of, apply to existing corporations.

SECTION 12. The provisions of this act shall attach, apply to, and govern all corporations now existing and organized under chapter 158 of the laws of 1887, or the amendments thereof, except that any such corporation may continue to do business with the amount of capital provided in said last named act, and all such corporations shall, on or before the first day of January next following the time when this act becomes operative, make the deposit required under section 3 of this act with the state treasurer; and upon making such deposit any such corporation shall have the same powers and privileges and be subject to the same liabilities as if organized under this act.

Repeals certain laws.

SECTION 13. Chapter 294, of the laws of 1883, entitled "An act to provide for the organization of trust companies," chapter 33, of the laws of 1885, entitled "An act to amend chapter 294 of the laws of 1883," and chapter 158 of the laws of 1887, entitled "An act to amend chapter 33 of the laws of 1885," are hereby repealed.

SECTION 14. This act shall be in force from and after its passage and publication.

Approved April 17, 1891.

No. 52, A.]

[Published April 24, 1891.]

CHAPTER 264.

AN ACT to repeal chapter 455, of the laws of 1889, and to prevent deception in the sale of cheese.

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows:

Repeals chapter 455, laws of 1889.

SECTION 1. Chapter 455, of the laws of 1889, is hereby repealed.

Cheese to be graded and stamped.

SECTION 2. Every person who shall, at any cheese factory in the state, manufacture cheese, shall distinctly and durably stamp upon each and