

arises, and requires to be carefully considered with a view to the course of proceeding in future.

Under the provincial government, corporations were framed and called into existence, as in England, either directly by or with the immediate sanction of the lord proprietary or the monarch. (e)

(e) 1 Blac. Com. 472; The case of Sutton's Hospital, 10 Co. 23.

CÆCILIUS, absolute lord and proprietary of the provinces of Maryland and Avalon, lord baron of Baltimore, &c. To all our officers and inhabitants of our said province of Maryland, and to all others whom these presents may concern, sendeth *greeting*, in our Lord God everlasting. Know ye, that whereas by our letters patent, under our great seal, bearing date the third day of November, in the seven and thirtieth year of our dominion, *Annoque Domini* one thousand six hundred and sixty-seven; we did grant to our well-beloved inhabitants within the city called or known by the name of St. Mary's city, in the county of St. Mary's, in the said province of Maryland, and the circuits, precincts, and priviledged places of the said city, not exceeding the space of one English mile square, that they the said inhabitants, within the said city, circuits, and precincts aforesaid, shall be an incorporated city of one mayor, one person learned in the law, by the name of recorder, and six aldermen, and ten persons as common councilmen, inhabiting within the said city, for evermore. And that the said mayor, recorder, aldermen and common councilmen, shall be a body corporate and one community forever, in right and in name; and shall be, by the name of mayor, recorder, aldermen and common council of the city of St. Mary's city, able and capable at law to be sued and to sue; and to act, execute, and do as a body incorporate; and to have succession forever; and to that end to have a common seal; and that Philip Calvert, Esquire, one of the inhabitants of the said city, shall, for the present, be and be named mayor of the said city, for the ensuing year, and John Morecroft recorder of the same, and William Calvert, Esquire, Jerome White, Esquire, Daniel Jenifer, Garrett Vanswearingen, Mark Cosden, and Thomas Cosden, inhabitants also of the said city, shall be aldermen thereof as long as they shall well behave themselves therein, having first taken the oath of fidelity, as also the oath appointed by us to be taken by the mayor, aldermen and recorder of the city of St. Mary's city; and to be administered unto them respectively by our lieutenant of the said province, for the time being; or by such person or persons as we, or our heirs, or our lieutenant of the said province, for the time being, shall from time to time authorize and appoint to administer the same. And the said mayor, recorder and aldermen, or the major part of them, shall elect and chuse ten others of the most sufficient inhabitants of the said city to be of the common council thereof, for so long time as they shall well behave themselves.—*Chancery Proceedings, lib. C. D. fol. 54.*—This body politic has long since been dissolved by desuetude.

Some time after the city of St. Mary's had been thus incorporated, Ann, Queen of England, who then held the government of the province of Maryland, granted a charter incorporating the city of Annapolis.—*Chancery Proceedings, lib. P. C. fol. 590; 1708, ch. 7.*

The charter of the city of St. Mary's affords an example of what, in England, are called *close corporations*; that is, where the major part of the persons to whom the corporate powers have been granted, on the happening of vacancies among them, have the right of themselves to appoint others to fill such vacancies, without allowing to the inhabitants or corporators, in general, any vote or choice in the selection of such new officers. An *open corporation* of a city, &c., is where all the