

And this right of making by-laws for their own government, not contrary to the law of the land, was allowed by the law of the twelve tables at Rome^d. But no trading company is, with us, allowed to make by-laws, which may affect the king's prerogative, or the common profit of the people, under penalty of 40*l.* unless they be approved by the chancellor, treasurer, and chief justices, or the judges of assize in their circuits: and, even though they be so approved, still if contrary to law they are void^e. These five powers are inseparably incident to every corporation, at least to every corporation *aggregate*: for two of them, though they may be practised, yet are very unnecessary to a corporation *sole*; *viz.* to have a corporate seal to testify his sole assent, and to make statutes for the regulation of his own conduct.

THERE are also certain privileges and disabilities that attend an aggregate corporation, and are not applicable to such as are sole; the reason of them ceasing, and of course the law. It must always appear by attorney; for it cannot appear in person, being, as sir Edward Coke says^f, invisible, and existing only in intention and consideration of law. It can neither maintain, or be made defendant to, an action of battery or such like personal injuries; for a corporation can neither beat, nor be beaten, in its body politic^g. A corporation cannot commit treason, or felony, or other crime, in its corporate capacity^h: though its members may, in their distinct individual capacitiesⁱ. Neither is it capable of suffering a traitor's or felon's punishment, for it is not liable to corporal penalties, nor to attainder, forfeiture, or corruption of blood. It cannot be executor or administrator, or perform any personal duties; for it cannot take an oath for the due execution of the office. It cannot be seised of lands to the use of another^j; for such kind of confidence is foreign to the end of

^d *Sodales legem quam volent, dum ne quid ex publica lege corrumpant, sibi ferunt.*

^e Stat. 19 Hen. VII. c. 7. 11 Rep. 54.

^f 10 Rep. 32.

^g Bro. Abr. tit. Corporation. 63.

^h 10 Rep. 32.

ⁱ The civil law also ordains that, for the misbehaviour of a body corporate, the directors only shall be answerable in their personal capacities. *Ff.* 4. 3. 15.

^j Bro. Abr. tit. Feoffm. al uses. 40. Bacon of uses. 347.