

shareholders and creditors of the company, and, in the case of a life company, to the participating policyholders thereof, in the same manner and to the same extent as the transferring shareholder, except for such entry, would have been liable: Provided that if any director present when such entry is allowed does forthwith, or if any director then absent does within five days after he becomes aware of such entry, and is able so to do, enter on the minute book of the board of directors, his protest against such transfer, and within eight days thereafter publishes such protest in at least one newspaper published at the place in which the head office or chief place of business of the company is situated, or if there is no newspaper published at the place in which the head office or chief place of business of the company is situated, then in the newspaper published nearest thereto, such director may thereby, and not otherwise, exonerate himself from such liability.

173. If any loan is made by the company to any director or officer of the company in violation of the provisions of this Part, all directors and other officers of the company who make the same or assent thereto shall be jointly and severally liable to the company for the amount of such loan, and also to third persons to the extent of such loan, with lawful interest, for all debts of the company contracted from the time of the making of such loan to that of the repayment thereof.

174. The directors of the company shall be jointly and severally liable to the clerks and servants thereof, for all debts, not exceeding one year's wages, due for services performed for the company whilst they are such directors respectively: Provided that no director shall be liable to an action therefor, unless the company is sued therefor within one year after the debt became due, nor unless such director is sued therefor within one year from the time when he ceased to be such director, nor unless an execution against the company at the suit of such clerk or servant is returned unsatisfied in whole or in part.

2. The amount unsatisfied on such execution shall be the amount recoverable with costs from the directors.

Use of Funds.

175. The company shall not loan any of its funds to any director or officer thereof, except that a life insurance company may lend to any director or officer thereof on the security of the company's own policies.

Procedure.

176. The company may enforce payment of all calls and interest thereon, by action in any court of competent jurisdiction.

177. In such action it shall not be necessary to set forth the special matter, but it shall be sufficient to declare that the defendant is a holder of one share or more, stating the number of shares, and is indebted to the company in the sum of money to which the calls in arrear amount, in respect of one call or more, upon one share or more, stating the number of calls and the amount of each call, whereby an action has accrued to the company under this Part.

178. Service of any process or notice upon the company may be made by leaving a copy thereof at the head office or chief place of business of the company, with any adult person in charge thereof, or elsewhere with the president or secretary of the company.

2. If the company has no known office or chief place of business, and has no known president or secretary, the court may order such publication as it

deems requisite to be made in the premises, for at least one month, in at least one newspaper, and such publication shall be deemed to be due service upon the company.

179. Any description of action may be prosecuted and maintained between the company and any shareholder thereof.

180. The company shall be subject to the provisions of any general Act for the winding-up of joint stock companies.

Evidence.

181. A copy of any by-law of the company, under its seal, and purporting to be signed by any officer of the company, shall be received as *prima facie* evidence of such by-law in all courts in Canada.

182. All books required by this Part to be kept by the secretary or by any other officer of the company charged with that duty shall, in any suit or proceeding brought against the company or against any shareholder, be received as *prima facie* evidence of all facts purporting to be therein stated.

183. In any action by any company to enforce payment of any call or interest thereon, a certificate under the seal of the company and purporting to be signed by any officer of the company to the effect that the defendant is a shareholder, that the call or calls have been made, to enforce payment of which or of any interest thereon such action has been brought, and that so much is due by him and unpaid thereon, shall be received in all courts as *prima facie* evidence.

Cost of Incorporation.

184. The entire cost of procuring the incorporation and subscriptions for stock shall be charged directly to the account of the shareholders and the amount thereof fixed by percentage on the capital stock or fixed in bulk and shown on the face of the form of the stock subscription contract, and shall not form a charge upon or be paid out of the paid-up capital nor from the insurance funds, nor be in any way chargeable directly or indirectly against the policyholders.

Declaration of Profits.

185. In the case of life companies having a capital stock, whether called by the name of guarantee fund or any other name, the directors may from time to time set apart such portion of the net profits as they shall deem safe and proper for distribution as dividends or bonuses to shareholders and holders of participating policies, ascertaining the part thereof which has been derived from participating policies and distinguishing such part from the profits derived from other sources; and the holders of participating policies shall be entitled to share in that portion of the profits so set apart which has been distinguished as having been derived from participating policies (including a share of the profits arising from the sale of securities in the proportion of the reserve on the participating policies to the total reserve), to the extent of not less than ninety per cent. thereof; and, before fixing or arriving at the amount of divisible profits, interest on the amount of unimpaired paid-up capital stock, but not including any premiums or bonuses paid thereon or in respect thereof which have been expended in the establishment, prosecution or extension of the company's business or applied to making good any impairment of capital, and on any other sum or sums from time to time standing at the credit of the shareholders, may be allowed or credited to such shareholders.