

By-laws.

148. The directors may make by-laws not contrary to law or to the Special Act, or to this Act, for—

(a) the regulating of the allotment of stock, the making of calls thereon, the payment thereof, the issue and registration of certificates of stock, the forfeiture of stock for non-payment, the disposal of forfeited stock and of the proceeds thereof, and the transfer of stock;

(b) the declaration and payment of dividends;

(c) the appointment, functions, duties and removal of all agents, officers and servants of the company, the security to be given by them to the company and their remuneration;

(d) the time and place for the holding of the annual meeting of the company, the calling of meetings, regular and special of the directors and of the company, the requirements as to proxies, and the procedure in all things at such meetings;

(e) the imposition and recovery of all penalties and forfeitures admitting of regulation by by-law; and,

(f) the conduct, in all other particulars, of the affairs of the company.

149. The directors may, from time to time, repeal, amend, or re-enact any such by-law: Provided that every such by-law, repeal, amendment or re-enactment unless in the meantime confirmed at a general meeting of the company duly called for that purpose shall only have force until the next annual meeting of the company and in default of confirmation thereat shall from the time of such default cease to have force or effect.

Capital Stock, Calls, and Increase of Capital.

150. The stock of the company shall be personal estate, and shall be transferable in such manner only, and subject to such conditions and restrictions as are prescribed by this Part, or by the Special Act or the by-laws of the company.

151. If the Special Act makes no other definite provision, the stock of the company shall be allotted at such times and in such manner as the directors, by by-law or otherwise, prescribe.

152. The directors of the company may call in and demand from the shareholders thereof respectively, all sums of money by them subscribed at such times and places and in such payments or instalments as the Special Act or this Act requires or allows.

2. Interest shall accrue and fall due at the rate of five per cent. per annum, upon the amount of any unpaid call, from the day appointed for payment of such call.

153. If, after such demand or notice as by the Special Act or the by-laws of the company is prescribed, any call made upon any share or shares is not paid within such time as by such Special Act or by-laws is limited in that behalf, the directors, in their discretion, by resolution to that effect, reciting the facts and duly recorded in their minutes, may summarily declare forfeited any shares whereon such payment is not made.

2. Such shares shall thereupon become the property of the company, and shall be disposed of as the directors by by-law or otherwise prescribe.

154. No share shall be transferable, until all previous calls thereon have been fully paid, or until it is declared forfeited for non-payment of a call or calls thereon.

155. No salary, compensation or emolument shall be paid to any director of a Canadian life insurance company for his services as such director unless authorized by a vote of the members in the case of a mutual company, and by a vote of the shareholders and other members, if any, in the case of a company having capital stock. No salary, compensation or emolument shall be paid to any officer or trustee of any such company unless authorized by a vote of the directors, nor shall any salary, compensation or emolument amounting in any year to more than five thousand dollars be paid to any agent or employee unless the contract under which such amount becomes payable has been approved by the board of directors.

Books of the Company.

156. The company shall cause a book or books to be kept by the secretary, or by some other officer specially charged with that duty, wherein shall be kept recorded—

(a) the names, alphabetically arranged, of all persons who are or have been shareholders;

(b) the address and calling of every such person, while such shareholder;

(c) the number of shares of stock held by each shareholder;

(d) the amounts paid in, and remaining unpaid, respectively, on the stock of each shareholder;

(e) all transfers of stock, in their order as presented to the company for entry, with the date and other particulars of each transfer, and the date of the entry thereof; and,

(f) the names, addresses and calling of all persons who are or have been directors of the company, with the several dates at which each became or ceased to be such director, and distinguishing in the case of a life company between shareholders' directors and policyholders' directors.

157. The directors may allow or refuse to allow the entry in any such book or books, of any transfer of stock whereof the whole amount has not been paid.

158. No transfer of stock, unless made by sale under execution or under the decree, order or judgment of a court of competent jurisdiction, shall be valid for any purpose whatsoever until entry thereof has been duly made in such book or books, except for the purpose of exhibiting the rights of the parties thereto towards each other, and of rendering the transferee liable, in the meantime, jointly and severally with the transferor, to the company and its creditors.

159. Such books shall, during reasonable business hours of every day, except Sundays and holidays, be kept open for the inspection of shareholders and creditors of the company, and their personal representatives, and in the case of life companies of the participating policyholders, at the head office or chief place of business of the company, and every shareholder, creditor or personal representative and participating policyholder may make extracts therefrom.

Offences and Penalties.

160. Every director, officer or servant of the company who knowingly makes or assists in making any untrue entry in any book required by this Part to be kept by such company, or who refuses or wilfully neglects to make any proper entry