

the name of the Company was changed from "The Manufacturers Accident Insurance Company" to "The Manufacturers Guarantee and Accident Insurance Company," and gave power to transact the guarantee business as is therein set out.

And whereas, the said Act of Amendment contains a provision that before the Company should exercise the enlarged powers given by the Amendment the subscribed capital of the Company should be increased to at least two hundred thousand dollars (\$200,000) and the amount paid thereon in cash should be increased to at least seventy-five thousand dollars (\$75,000);

And whereas, the Company have decided to exercise the enlarged powers given by the Act and have decided to issue stock to the amount of one hundred and eighteen thousand seven hundred dollars (\$118,700) of stock in addition to the one hundred and eighteen thousand seven hundred dollars (\$118,700) already issued;

Therefore be it resolved that the Company do issue \$118,700 of stock in addition to the \$118,700 already issued to be called preference shares to which there shall be attached the special rights and privileges following, that is to say:

1. The holders of such preference shares shall be entitled (notwithstanding an impairment of capital, if any) to receive out of the annual profits of the Company as a first charge a cumulative preferential dividend at the rate of six per cent per annum on the capital for the time being paid up on such shares respectively.

2. Whenever the profits of the Company in respect of any year shall be more than sufficient to pay the preferential dividend accumulated as aforesaid to the close of such year and also a dividend for such year at the rate of six per cent per annum on the ordinary shares, the holders of the preference shares shall be entitled to participate in the surplus *pari passu* with the holders of the other shares.

3. The capital paid up on the preference shares shall not be liable to cancellation or reduction in respect of loss or depreciation.

4. In the event of the winding up of the Company the holders of the preference shares shall be entitled to have the surplus over and above what is required to pay debts applied first in payment of the capital paid up on the preference shares held by them respectively, and secondly in paying off the arrears (if any) of the preferential dividend accumulated as aforesaid to the commencement of the winding up and thereafter to participate rateably with the holders of ordinary shares in the receipt (if any) of such surplus assets which shall remain after paying off the capital paid up on such ordinary shares.

5. Every holder of preference shares shall have one vote for each share held by him.

6. The preference shares shall be issued as nearly as possible to the same persons as at present hold the capital stock of the Company, each person being entitled as nearly as possible to have issued to him an amount of the new stock which bears the same proportion to the preferential stock to be issued which the stock now held by him bears to the stock already issued by the Company, and in case any of the persons now holding stock in the Company do not desire to take preferen-