

No. 57.

3rd Session, 8th Parliament, 61 Victoria, 1898

BILL.

An Act respecting the Manufacturers' Guarantee and Accident Insurance Company, and to change its name to "The Dominion of Canada Guarantee and Accident Insurance Company."

First reading, March 8th, 1898.

(PRIVATE BILL.)

Mr. CLARKE.

OTTAWA

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1898

An Act respecting the Manufacturers' Guarantee and Accident Insurance Company, and to change its name to "The Dominion of Canada Guarantee and Accident Insurance Company."

WHEREAS the Manufacturers' Guarantee and Accident Insurance Company has, by its petition, represented that it has passed a by-law for the purposes set out in the schedule hereto, and has prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and the House of Commons of Canada, enacts as follows:—

1. The name of the Manufacturers' Guarantee and Accident Insurance Company, hereinafter called "the Company," is hereby changed to "The Dominion of Canada Guarantee and Accident Insurance Company," but such change in name shall not in any way impair, alter or affect the rights or liabilities of the Company, or in any wise affect any suit or proceeding now pending or judgment existing either by, or in favour of, or against the Company, which, notwithstanding such change in the name of the Company, may be prosecuted, continued, completed and enforced as if this Act had not been passed.
2. The directors of the Company are hereby authorized and empowered to create and issue any part of the capital stock as preference stock, giving the same such preference and priority as respects dividends and capital and otherwise over ordinary stock as may be declared by by-law.
3. The by-law (set out in the schedule to this Act) providing for the issue of preference stock is hereby ratified and confirmed.

SCHEDULE.

Whereas the Manufacturers Accident Insurance Company in the year one thousand eight hundred and ninety-three petitioned for an Act amending their Act of Incorporation to enable them to carry on the Guarantee business, and their petition was granted and an Act amending their Act of Incorporation was duly passed and assented to on the first day of April, one thousand eight hundred and ninety-three, whereby

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-

tial stock the same shall be issued to such person or persons as the Board of Directors may see fit. Each persons requiring preferential stock issued to him, as aforesaid, shall request the same in writing, stating the amount, on or before the first day of November, 1897, and shall pay to the Company on or before that date a sum equal to ten per cent of the amount of stock which he shall require to be issued to him, such ten per cent to be deemed payment of the first call upon the stock.

Be it also resolved that a call upon the preferred shares to be issued as aforesaid shall be and is hereby made upon each person requiring the issue of preferential stock to him of ten per cent of the amount subscribed on the first day of November, 1897, with a further call to be made of ten per cent on the first day of December, 1897, with a further call to be made of ten per cent. on the first day of January, 1898, and with a further call to be made of ten per cent on the first day of February, 1898. Each person taking the preferred shares aforesaid shall have the right to pay the whole forty per cent up at once.

Be it further resolved that a special general meeting of the shareholders of the Company be called, to be held at the head office of the Company in the City of Toronto, on the fourth day of November, 1897, at the hour of eleven o'clock in the forenoon, for the consideration by the shareholders of the above mentioned by-law, and for the approval and confirmation thereof if deemed advisable, and for authority if it is deemed advisable so to do to authorize the Directors to apply to Parliament for an Act to ratify and confirm the same, and to change the name of the Company to "The Guarantee and Accident Insurance Company of Canada," or such other name as the Parliament will permit and the Directors may approve of.

I hereby certify that the above is a correct copy from the minutes, of a by-law passed at a meeting of the shareholders of the Manufacturers Guarantee and Accident Insurance Company held November 4th 1897.

TORONTO, 28th January, 1898.

E. WILLANS,
Secretary.