
No. 139.

2nd Session, 5th Parliament, 19 Victoria, 1856.

(PRIVATE BILL.)

BILL.

An Act to incorporate "The Canadian Insurance Company"

Received and read, first time, Monday, 31st
March, 1856

Second reading, Monday, 7th April, 1856.

MR. BIGGAR.

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An Act to incorporate the Canadian Life and Fire Insurance Company.

WHEREAS George Samuel Wilkes, Edmund B. Wood, John Heaton, Alexander Bunnell, John Henry Moore, Henry A. Hardy, Thomas S. Shenston, William Lines, Richard R. Strobridge, Henry Yardington, Allen Cleghorn, Alexander H. Cooke, and others, have petitioned the Legislature of this Province, praying that an Association, under the style and title of the "Canadian Life and Fire Insurance Company," may be incorporated for the purpose of enabling the said Petitioners and others to carry on the business of Life and Fire Insurance with facility, and whereas it hath been considered desirable that such prayer should be granted. Therefore Her Majesty, &c. enacts as follows

Preamble

All such persons as now are, or hereafter shall become, Stockholders of the said Company, shall be and are hereby ordained, constituted and declared to be a body corporate and politic in law, in fact and in name, by the style and title of "The Canadian Life and Fire Insurance Company," and that by the said name they and their successors, shall and may have continued succession, and shall be capable in law of contracting and being contracted with, and of suing and of being sued, pleading and being impleaded, answering and being answered unto, in all Courts or places whatsoever, either in law or equity, in this Province or elsewhere, and they and their successors shall and may have a Common Seal, and may change, break, or alter the same, at their will and pleasure, and may also, from time to time, at any general meeting of the Directors, by a majority of votes as hereinafter provided, ordain, establish and put in execution, such By-laws, Ordinances, Rules and Regulations, (the same not being contrary to this Act or to the laws in force in this Province,) as may appear to them necessary or expedient for the management of the said Corporation, its business and affairs, and may from time to time alter and repeal the same, or any of them, and shall also be in law capable of acquiring by purchase, lease, mortgage, or otherwise, and of holding absolutely or conditionally any lands, tenements, real or immovable estate, and the same to sell, alienate, release, transfer and dispose of, as to them may seem expedient; Provided always, that nothing herein contained shall be considered as permission to hold any real estate beyond what it may be necessary for the said Corporation, to hold for its own immediate accommodation in relation to the convenient transaction of its business, or such as shall have been *bona fide* mortgaged to it by way of security or conveyed to it in satisfaction of debts previously contracted in the course of its dealings, or purchased at sales, upon judgments which shall have been obtained for such debts, and provided also, that it shall not be lawful for the said Corporation to deal or use or employ any part of the stock, funds or money thereof, in buying or selling any goods, wares or merchandize, or in any

Corporate name and power

Proviso as to real estate.

Proviso, Corporation prohibited from acting as

Traders in goods, &c banking operations whatsoever, but it shall be lawful, nevertheless, for the said Corporation to purchase and hold for the purpose of investing therein any part of their funds or money, any of the public securities of this Province, the Stocks of any of the Banks or other chartered Companies, and the bonds and debentures of any of the incorporated Cities or Towns, or Municipal Districts, and also to sell and transfer the same, and also to make loans upon or purchase bonds, mortgages and other securities, and the same to call in, sell and reloan as occasion may render expedient; And provided further, that the said Corporation shall be bound to sell or dispose of any real estate so purchased or conveyed to them (except such as may be necessary as aforesaid, for the convenient transaction of their business) within seven years after acquiring the same. 5 10

Amount of Capital Stock II. The Capital Stock of the said Corporation shall, until otherwise determined as hereinafter provided, consist of the sum of fifty thousand pounds of lawful money of this Province, divided into two thousand Shares of twenty-five pounds each, which Shares shall be deemed personal property, and shall be paid by those persons who subscribe for the same respectively, by such instalments and at such times and places as the Directors of the said Corporation shall appoint, after public notice in that behalf, to be given in one or more newspapers in the Town of Brantford, and in case any Shareholder shall refuse or neglect to pay the same, the said Corporation are hereby empowered to sue for and recover the same, with interest thereon, from the time appointed for the payment thereof, and all Executors, Curators and Administrators, who shall pay up the instalments due by the estate or succession, which they may respectively represent, in obedience to any call made for that purpose in the manner aforesaid, shall be and they are hereby respectively indemnified. 15 20 25

Purposes for which the Corporation is erected. III. The said Corporation shall have power and legal authority to make and effect contracts of Assurance with any person or persons, bodies politic or corporate, upon life or lives, or in any way dependent upon life or lives—and to grant or sell Annuities either for lives or otherwise and on survivorships, and to purchase Annuities—to grant Endowments for children and other persons—and to receive investments of money for accumulation—to purchase contingent rights, whether of reversion, remainder Annuities, Life Policies or otherwise, and generally to enter into any transaction depending upon the contingency of life, and all other transactions usually entered into by Life Insurance Companies, including re-insurance; and also against loss or damage by fire on any houses, stores or other buildings whatsoever; and on any goods, chattels or personal estate whatsoever, contained in such buildings aforesaid, and to re-insure the same. 30 35 40

First Board of Directors appointed. General meetings. IV. The business of the said Corporation shall be conducted by a Board of twelve Directors, each of whom shall own at least ten shares in this Company, and who shall be elected by the said shareholders at the annual general meetings of the Company, to be held at the principal office of the Company in the Town of Brantford, on the second Tuesday in January in each year, to hold office for three years, one third to be elected in each year, and the retiring Directors to be chosen by ballot among the whole of the said Directors, and the said George S. Wilkes, Edmund B. Wood, John Heaton, Alexander Bunnell, John Henry Moore, Henry A. Hardy, Thomas S. Shenston, William Lines, Richard R. Strobridge, Henry Yardington, Allen Cleghorn, Alexander H. Cooke, shall be the first Directors of the Company, and shall continue such till the second Tuesday in January 45 50

1857, at which time the first annual meeting shall take place; Provided always, that the Directors may be eligible for re-election.

V. The said Board of Directors shall annually at their first meeting after such annual general meeting, elect by ballot from among themselves a President and Vice-President of the said Corporation. Election of President, &c.

VI. At the annual general meeting, and at all extraordinary meetings of the said Stockholders of the said Corporation, each Stockholder of the said Corporation shall be entitled to cast one vote for every share he or she may hold and every question shall be decided by a majority of votes present at any such meeting. Powers of voting.

VII. No determination or resolution at any ordinary meeting on any matters except such as are directed by this Act to be transacted at an ordinary meeting, shall be binding upon the Company, unless either the same be confirmed by a subsequent meeting, of which meeting and of which determination or resolution reasonable notice shall be given by the Secretary of the said Corporation, or unless special notice of such extraordinary matter be given in the advertisement concerning such first mentioned ordinary meeting. Certain decisions to require confirmation.

VIII. Every meeting of the Stockholders, other than an ordinary meeting shall be called an "Extraordinary Meeting," and such meeting may be convened by the Directors at such time and in such places as they may think fit. Extraordinary meetings.

IX. If at any time it shall appear expedient to any five of the Board of Directors or to any five or more Stockholders of the said Company holding in the aggregate one fifth part of the Capital Stock of the said Company, to call an extraordinary meeting of the Proprietors at large, it shall be lawful for them by writing under their hands at any time to require the Directors so to do, and such requisition shall fully express the object of the meeting so required to be called, and shall be left at the office of the Company, upon receipt whereof it shall be the duty of the Directors forthwith to convene a meeting of the Stockholders, and if the Directors shall fail to call a meeting within fourteen days thereafter, it shall be lawful for the said number of Directors or the said Stockholders so qualified as aforesaid, to call such meeting by giving public notice thereof as hereinafter mentioned; Provided always, that no extraordinary meeting shall enter upon any business not set forth in such requisition and notice. Extraordinary meetings convened by Stockholders. Provision.

X. Fourteen days' public notice at least, of all the meetings, whether ordinary or extraordinary, shall be inserted at least in one newspaper published in the said Town of Brantford, and by mailing at the "Brantford" Post Office, circulars addressed to the said several Shareholders respectively, which shall specify the place, the day and the hour of such meeting, and every notice of an extraordinary meeting shall specify the purpose for which the same is called. Notice of meetings.

XI. In order to constitute a meeting, whether ordinary or extraordinary, there shall be present eight or more Stockholders, holding in the aggregate two hundred shares, and the Stockholders present at any such meeting shall proceed in the execution of the powers of the Company by this Act authorized. Quorum for general meetings.

- Chairman at meetings** XII. At every meeting of the said Company, one or other of the following persons shall preside as Chairman, that is to say: the President, or in his absence the Vice-President; or in his absence the Managing Director, or in the absence of all three, one of the Directors present who shall be elected by a majority of the Stockholders present, and such Chairman shall not only have a deliberative vote in all matters before the meeting, but also, in addition, a casting vote in case of equality. 5
- Adjourned meetings** XIII. Every meeting of the Stockholders may be adjourned from time to time, and no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which such adjournment took place, Provided always, that it shall and may be lawful for the Directors to submit to any meeting, whether ordinary or extraordinary, the *interim* regulations agreed on by the Directors. 10
- Proviso**
- Manner of voting by proxy** XIV Each and every person or persons entitled to vote at any meeting, may by writing under his or their hands (or if such persons be a Corporation, then under their common seal constitute any other Stockholder, his, her, or their proxy to vote at any such meeting, and every such appointment shall be produced to the Secretary and entered in a book to be kept by him Provided always, that such authority shall bear date within twelve months of the time of the meeting at which it is produced 15
- Proviso.** 20
- Cases in which office of Directors shall become vacant** XV If any of the Directors at any time subsequent to his election become bankrupt or insolvent, or cease to be a holder of twenty shares in the Capital Stock of the said Company, then, and in any of the cases aforesaid, the office of such Directors shall become vacant, and thenceforth the person in respect of whom the office of Director shall so have become vacant shall cease from voting or acting as a Director. 25
- Occasional vacancies among Directors how supplied** XVI If any Director of the said Company die, resign or become disqualified or incompetent to act as a Director, or cease to be a Director by any other cause than that of going out of office in rotation as aforesaid, the remaining Directors if they think proper so to do, may elect in his place any Stockholder duly qualified to be a Director, and the Stockholder so elected to fill up any such vacancy, shall continue in office until the first yearly meeting after such vacancy, and the Stockholders then present shall elect a new Director, who shall hold office for the same period as the Director would have done, whose death, resignation, or disqualification caused the vacancy 30 35
- Powers of Directors** XVII And with respect to the exercise of the powers of the Company—The Directors shall have the management and superintendence of the affairs of the Company, and they may lawfully exercise all the powers of the Company. And amongst other powers to be exercised by the Directors, they may use and affix, or cause to be used and affixed, the seal of the Company to any document or paper which in their judgment may require the same,—they may fix the salaries of all officers,—they may make and enforce the calls upon the shares of the respective Stockholders,—they may declare the forfeiture of all shares on which such calls are not duly paid,—they may appoint the times and places of holding ordinary and extraordinary meetings,—they may allot and divide among the assurers upon the participation scale, so much of the profits realized from that branch, and at such times as they may think fit, and may also declare and cause to be paid or distributed to the respective Stockholders any dividend or dividends of profits, in proportion to the shares held by them, at such times 40 45 50

and seasons as they shall think proper, or add the same to the paid up portion of the Capital Stock,—they may make any payments and enter into all contracts for the execution of the purposes of the Company, and do and perform all other matters and things necessary for the transaction of its affairs,—they may generally deal with, treat, sell and dispose of and exercise all other acts of ownership over the lands, property and effects of the said Company for the time being, in such manner as they shall deem expedient and conducive to the benefit of the Company,—they may from time to time appoint and displace all such officers, agents or servants as they shall deem requisite for the management and care of the property and affairs or for the efficient exercise of the powers of the said Company,—they may make By-laws for the regulation of the affairs of the Company; But all the powers so to be exercised, shall be exercised in accordance with and subject to this Act in that behalf, and the exercise of all such powers shall be subject to the control and regulation of any general meeting specially convened for the purpose, but not so as to render invalid any act done by the Directors prior to any resolution passed by such general meeting.

20 XVIII. All policies, contracts, securities, deeds, and writings touching or concerning the said Company, shall be signed and executed by the President of the said Company or (in his absence by the Vice President) by the Managing Director and the Secretary, or in case of the absence or death of the President, Vice President and Managing Director, then by any three of the Directors of the said Company and the Secretary.

President or Vice-President and Secretary to execute policies, &c

25 XIX The Directors shall hold meetings at such times and places as they shall appoint for that purpose, and they may meet and adjourn as they think proper from time to time and from place to place, and at any time three of the Directors may require the Secretary to call a meeting of the Directors, and in order to constitute such meeting there shall be present at least three of the Directors, and all questions, matters and things considered at any such meeting shall be determined by a majority of votes, and no Director except the Chairman shall have more than one vote at such meeting, but the Chairman in addition to his vote as one of the Directors shall have a casting vote as Chairman in case of equality; and at any such meeting or meetings the President or Vice-President, or in their absence the Director appointed by a majority of Directors present shall preside.

Meetings of Directors.

Casting vote.

40 XX. The shares of the said Capital Stock shall be transferable, and may be from time to time transferred by the respective persons so subscribing or holding the same, Provided always, that no such transfer shall be valid until sanctioned and approved by the Directors and duly registered in a book or books to be kept for that purpose by the Secretary; and provided also, that after any call has been duly made as aforesaid, no person shall be entitled to sell or transfer any share he may possess, until he shall have paid all calls for the time being due, on any share held by him

Share to be transferable.

Proviso.

Proviso

50 XXI. It shall and may be lawful for the said Company at any time hereafter, to increase its Capital Stock to a sum not exceeding two hundred and fifty thousand pounds, by issuing from time to time as may be expedient additional Stock for such amount as the convenient conduct of the business of the Company may require.

Power to increase Capital Stock

- Forfeiture of Shares for non payment of calls XXII. For the better enforcing the payment of any calls as aforesaid, if any Stockholder for the space of thirty days next ensuing such call, shall neglect or refuse to pay his rateable share, he shall forfeit the sum of ten shillings for each share, and in case he shall continue to refuse or neglect for the space of sixty days, it shall be lawful for the Directors to declare the share or shares of such Stockholder forfeited, and such forfeited shares may be sold at a public sale by the Directors, after such notice as they may direct, for the most money that can be got for the same, and the moneys arising therefrom shall be applied for this Act, Provided always, that in case the money produced by any sale of shares be more than sufficient to pay all arrears and lawful interest thereon, and the aforesaid penalties for non-payment, together with the expenses of such sale, the surplus of such money shall be paid on demand to the owner; and no more shares of a default shall be sold than shall be deemed necessary to pay such arrears, interest, penalties and expenses 5 10 15
- Proviso
- Shares to revert in certain cases XXIII If payment of such arrears of calls, interests, penalties and expenses be made before any share so forfeited and vested in the Company shall have been sold, such share shall revert to the party to whom the same belonged before such forfeiture, in like manner as if such calls had been duly paid 20
- Right to sue for calls XXIV. In all actions or suit for the recovery of such arrears or calls, it shall be sufficient for the Company to allege that the defendant, being an owner of such shares, is indebted to the said Company in such sums of money as the calls in arrear amount to, for such and so many shares, whereby an action hath accrued to the said Company by virtue of this Act, and on the trial it shall be only necessary to prove that the defendant was owner of some shares in the undertaking, and that such calls were in fact made, and that notice was given as directed by this Act, and it shall not be necessary to prove the appointment of the Directors who made such calls, nor any other matter whatsoever 25 30
- Allegations and proof
- As to shares of profits claimed in right of marriage, &c XXV Before any persons claiming any part of the profits of the said undertaking in right of marriage, shall be entitled to receive the same or to vote in respect of any shares, an affidavit containing a copy of the register of such marriage shall be made and sworn to by some credible person before any one of Her Majesty's Justices of the Peace, or before the Mayor or Chief Magistrate of any city, borough or town corporate in any foreign county, and shall be transmitted to the Secretary of the said Company, who shall file the same, and make an entry thereof in a book kept for the entry of the transfer of shares as aforesaid; and before any person claiming by virtue of any bequest or will, or in the course of Administration, shall be entitled to any part of such profits or to vote as aforesaid, the said will or the probate thereof, or the letters of Administration, shall be produced and shown to the said Secretary, who shall file and enter the same as before mentioned; and in all cases where the right to any such shares passes from the proprietor by any legal means other than a transfer and assignment thereof as aforesaid, an affidavit shall be made and sworn to, stating the manner in which such share has passed to such other person and the same shall be transmitted to the Secretary, who shall thereupon enter and register the name of such new proprietor, and the production of such register shall be *prima facie* evidence in all Courts of law and equity, of the person whose name shall appear therein being such Shareholder, and of the number and amount of his shares. 35 40 45 50
- Proof required.

XXVI. The Directors shall cause to be yearly prepared and submitted to the Stockholders at the ordinary meeting, a full and correct statement of the accounts of the said Company,—the receipts and expenditure of the past year,—the number of the Policies issued,—the amount covered by Policies in force,—together with a general abstract of the estimated liabilities and assets of the Company: a copy of which statement, under the hand of the Managing Director, and countersigned by the Secretary, shall be transmitted to every Shareholder and to the several branches of the Legislature.

Yearly statement to be submitted by Directors.

XXVII. The said Company may and are hereby empowered to demand and receive in advance from the Government of this Province, or from any District or County Council, Board of Trustees or Commissioners, or other person or persons, the half yearly interest from time to time accruing on any loans granted by the said Company under and by virtue of the powers given them by this Act; any law or statute of this Province or the late Province of Upper Canada notwithstanding.

Interest may be taken in advance.

XXVIII. It shall be the duty of the Directors of the said Company to allow, during the hours of business, the names of the Stockholders and the number of their shares in the said Company, to be taken by any stockholder who may require the same.

Names of Stockholders may be taken.

XXIX. In all actions, suits and prosecutions in which the said Company may be at any time engaged, the Secretary or other officer of the said Company shall be a competent witness, notwithstanding any interest he may have therein.

Officers of the Company may be witnesses, &c.

XXX. In this Act, the following words and expressions shall have the several meanings hereby assigned to them, unless there be something in the subject or context repugnant to such construction, that is to say: words importing the plural number shall include the singular number, words importing the masculine gender shall include females; the word "Secretary" shall include the word "Clerk," the word "lands" shall extend to messuages, lands, tenements and hereditaments of any tenure, the expression "the Company" shall mean the Canadian Life and Fire Insurance Company, in this Act mentioned and described; the words "the Directors" and "the Secretary," shall mean the Directors and Secretary respectively, for the time being.

Interpretation Clause

XXXI. This Act shall be a public Act.

Public Act