

Laws of Her Majesty's Province of Upper Canada, passed in the year 1849. Montreal: Stewart Derbishire & George Desbarats, 1849.

12 Victoria – Chapter 168

An Act to incorporate The Canada Life Assurance Company. 25th April, 1849.

Whereas Hugh Cossart Baker, John Young, Sir Allan N. MacNab, James Bell Ewart, Richard O. Duggan, Daniel C. Gunn, John O. Hatt, Archibald Kerr, the Honorable Malcolm Cameron, William P. McLaren, Daniel McNab, Nehemiah Merritt, Miles O'Reilly, James Osborne, Richard P. Street, Edward Cartwright Thomas and George S. Tiffany, of the City of Hamilton, the Honorable Adam Fergusson, of Woodhill, John Wetenhall, of Nelson, and the Honorable George Strange Boulton, of Cobourg, Esquires, the President, Vice-President and Directors of The Canada Life Assurance Company, by their humble petition in this behalf, have represented that a number of the citizens of the City of Hamilton, and other residents of Canada, have associated themselves together for the purpose of prosecuting the business of Life Assurance in its various branches, within this Province, under the name of The Canada Life Assurance Company, under a certain Deed of Settlement, by which the Capital Stock of the said Association is limited to the sum of fifty thousand pounds of lawful money of Canada, divided into five hundred shares of one hundred pounds each, the whole of which have been subscribed and taken up, and have since the formation of the said Association, on the twenty-first day of August, one thousand eight hundred and forty-seven, accepted risks, and issued Policies of Assurance to a very large amount, and still continue to do so, and have, in accordance with the provisions of the said Deed of Settlement, prayed that for the better enabling them to carry on their said business of Life Assurance, they, together with others, the Stockholders of the said Company, their successors and assigns, may be incorporated under the name of The Canada Life Assurance Company; And whereas the sum of two pounds on each share of the Capital Stock of the said Association has been paid up by the said Stockholders; And whereas the practice of Life Assurance has been found in other countries to be of great service in enabling persons of limited capital, to provide from their yearly income for the support of their families in the event of their decease; And whereas, the establishment of a Life Assurance Company in this Province is conducive to the more general diffusion of such a practice, and by means of local investments of its accumulations likely not only to reduce materially the expense of Life Assurance, but generally to encourage prudence, and aid in promoting the prosperity of this Province: Be it therefore enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed in the Parliament of the United Kingdom of Great Britain and Ireland, intituled, *An Act to reunite the Province of Upper and Lower Canada, and for the Government of Canada*, and it is hereby enacted by the authority of the same, That the Honorable Adam Fergusson, John O. Hatt, Daniel McNab, Nehemiah Merritt, George S. Tiffany, Hugh C. Baker, R. O. Duggan, D. C. Gunn, W. P. McLaren, Sir A. N. MacNab, Miles O'Reilly, John Wetenhall, Richard P. Street, John Young, E. C. Thomas, James B. Ewart, Archibald Kerr, James Osborne, the Honorable G. S. Boulton, and the Honorable M. Cameron, and such others as now are or shall under the authority of this Act, be associated with them, and their several and respective heirs, executors, curators, administrators,

successors and assigns, and all such other person or persons as shall at any time be possessed of any share or shares in the said undertaking, hereby authorised to be carried on, shall be and are hereby constituted and declared to be a Corporation, Body Corporate and Politic, by and under the name and style of The Canada Life Assurance 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 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 tire said Corporation, its business and affairs, and may from time to time alter or 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 lauds, tenements, real or immoveable estate, and the same to sell, alienate, let, 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 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 *bonâ 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 merchandizes, or in any banking operations whatsoever, and 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 farther, 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 alter acquiring the same.

II. And be it enacted, that the Capital Stock of the said Corporation shall, until otherwise determined as hereinafter provided, consist of the sum of fifty thousand pounds, lawful money as aforesaid, divided into five hundred shares of one hundred pounds each, which shares shall he, and the same are hereby vested in the said several persons hereinbefore mentioned, and others the present Shareholders in the said Corporation, their successors and assigns, according to the shares and interests which they may respectively have subscribed, purchased or acquired, and may now hold in the same, and that such part of the said sum of fifty thousand pounds subscribed for, as may not have been paid in by the Shareholders respectively, by whom the same is due, shall he paid by the said Shareholders, by such instalments and at such times and places as the

Directors of the said Corporation shall appoint, after notice of not less than two calendar months in that behalf, to be previously given in one or more of the public newspapers published in the City of Hamilton, as well as by circular letters, addressed by mail to every Shareholder, at his last known place of residence, and in case any such Shareholder neglect or refuse to pay the same, the said Company are hereby empowered to sue for and recover the same, with interest after the rate of six per cent per annum, from the time appointed for 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.

III. And be it enacted, That 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 Lite Assurance Companies, including re-assurance.

IV. And be it enacted, That the business of the said Corporation shall be conducted by a Hoard of twenty Directors, consisting in the first place of the persons named in the first section of this Act, who shall be held to rank in the following order, namely: The Honorable Adam Fergusson, John O. Halt, Daniel McNab, Nehemiah Merritt, George S. Tiffany, Hugh C. Baker, Richard O. Duggan, D. C. Gunn, W. P. McLaren, Sir A. N. MacNab, Miles O'Reilly, John Wetenhall, Richard P. Street, John Young, Edward C. Thomas, James B. Ewart, Archibald Kerr, James Osborne, the Honorable G. S. Boulton and the Honorable M. Cameron, and who shall serve as such Directors until the first Tuesday of the month of August, one thousand eight hundred and forty-nine, or until the election hereinafter provided takes place.

V. And be it enacted, That a General Meeting of the Stockholders of the said Corporation shall be holden in the City of Hamilton, at the place of business of the said Corporation, on the first Tuesday in the month of August, one thousand eight hundred and forty-nine, and thereafter on the same day in each and every year, and such meetings shall be called "Ordinary Meetings," and that at such meetings the live Directors whose names stand first on the roll or list of Directors shall be held to vacate their seats, and the Stockholders present, at such meeting either in person or by proxy shall proceed to elect by ballot live Stockholders to serve as Directors for the ensuing four years, who shall upon election be placed at the bottom of the roll of Directors; Provided always, that nothing herein contained shall be held to render the retiring Directors ineligible for re-election.

VI. And be it enacted, That the said Board of Directors shall annually at their first meeting after such annual general meeting, elect by ballot from amongst themselves, a President and Vice-President of the said Corporation: Provided always, that until the first general meeting as aforesaid, Hugh Cossart Baker shall be President, and John Young, Vice-President.

VII. And be it enacted, That at the annual general meeting, and at all extraordinary meetings of the said Stockholders of the said Corporation, the Stockholders of the said Corporation shall be entitled to cast one vote for every share he or she may hold; Provided always, that no one Stockholder shall either in person or by proxy cast more than forty votes, and every question shall be decided by the majority of votes present at any such meeting.

VIII. And be it enacted, That no determination or resolution at any ordinary meeting, on any matters except such as 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.

IX. And be it enacted, That 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 times and in such places as they may think lit.

X. And be it enacted, That 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.

XI. And be it enacted, That twenty-one 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 City of Hamilton, and by mailing at the Hamilton 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.

XII. And be it enacted, That in order to constitute a meeting, whether ordinary or extraordinary, there shall be present eight or more Stockholders holding in the aggregate fifty shares, and the Shareholders present at any such meeting shall proceed in the execution of the powers of the Company by this Act authorized.

XIII. And be it enacted, That 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 the absence of both, one of the Directors present, who shall be elected by a

majority of the Stockholders present, and that 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.

XIV. And be it enacted, That 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.

XV. And be it enacted, That each and every person or persons entitled to vote at any meetings 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.

XVI. And be it enacted, That if any of the Directors at any time subsequent to his election become bankrupt or insolvent, or cease to be a holder of one share in the capital of the said Company, then and in any of the cases aforesaid the office of such Director 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.

XVII. And be it enacted, That 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.

XVIII. And with respect to the exercise of the powers of the Company—Be it enacted, That 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 caused 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 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 the provisions of this Act in that behalf, and the exercise of all such powers shall be subject also 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.

XIX. And be it enacted, That 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) and the Secretary, or in case of the absence or death of both the President and Vice-President, by any three of the Directors of the said Company and the Secretary.

XX. And be it enacted, That 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 that 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.

XXI. And be it enacted, That all acts done by any meeting of the Directors or by any person acting as a Director shall, notwithstanding it may afterwards be discovered that there was some defect or error in the appointment of any person attending such meeting as a Director or acting as aforesaid, or that such person was disqualified, be as valid as if any such person had been duly appointed and was qualified to be a Director.

XXII. And be it enacted, That 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 of 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.

XXIII. And be it enacted, That it shall and may be lawful for the said Company at anytime hereafter, to increase its capital stock, to a sum not exceeding two hundred and fifty thousand pounds, in such a manner as a majority of the stockholders, at a meeting to be expressly convened for that purpose, shall agree upon.

XXIV. And be it enacted, That 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 twenty 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 the purposes of 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 defaulter shall be sold than what shall be deemed necessary to pay such arrears, interest, penalties and expenses.

XXV. And be it enacted, That if payment of such arrears of calls, interest, 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 such manner as if such calls had been duly paid.

XXVI. And be it enacted, That in all actions or suits 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 that it shall not be necessary to prove the appointment of the Directors who made such calls, nor any other matter whatsoever.

XXVII. And be it enacted, That before any person 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 country, 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 the 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 shewn to the said Secretary, or a copy of so much of the said will as relates to the said shares shall be sworn to, and shall also be transmitted 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 *primâ facie* evidence in all courts of law and equity of the persons whose names shall appear therein being such shareholder, and of the number and amount of his shares.

XXVIII. And be it enacted, That 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; the yearly amount of annuities payable by the Company; together with a general abstract of the estimated liabilities and assets of the Company, a copy of which statement, under the hand of the President or Vice-President and countersigned by the Secretary, shall be transmitted to every shareholder and to the several branches of the Legislature.

XXIX. And be it enacted, That the said Company may and are hereby empowered to demand and receive in advance from the Government of this Province or from any District 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.

XXX. And be it enacted, That 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 numbers of their shares in the said Company, to be taken by any stockholder who may require the same.

XXXI. And be it enacted, That from and after the passing of this Act the powers, duties and authority of the Directors and Trustees under the said Articles of Agreement shall cease and determine, and that all property, real or personal, standing in the name or names of the said Trustees, or to which they are in anywise entitled in trust for the said Company, shall vest in and belong to the said Company and their Successors, and that the several parties who have accepted Policies or entered into any contract or agreement with the said Directors or Trustees shall be taken to have accepted and entered into The same under the provisions of this Act, and shall look to the funds of the said Company for liquidation thereof; Provided always, that nothing herein contained shall be construed to avoid or annul any Policy, deed or other instrument made or executed at any time heretofore.

XXXII. And be it enacted, That 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.

XXXIII. And be it enacted, That 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 Canada Life Assurance Company," in this Act mentioned and described; the expressions "The Directors" and "The Secretary," shall mean the Directors and Secretary respectively for the time being.

XXXIV. And be it enacted, That this Act shall be a Public Act, and shall be judicially taken notice of as such.