



CHAPTER 98.

An Act to incorporate the North West Mutual Life Assurance Company.

[Assented to 18th April, 1951.]

Preamble.

WHEREAS Cecil Walter Goodrich, George Henry Biddle, Samuel Garvin, Anne Louise Rowan, Charles Ambrose Barnett, Robert Gourlay Hunter, and Stephen Raymer, all of the City of Vancouver, in the Province of British Columbia, and Alfred Molineux Lester, of Comox, in the said Province, have, by their petition, requested that they be incorporated under the name of "North West Mutual Life Assurance Company," with power to transact the business of life insurance:

And whereas it is expedient to grant the prayer of the said petition:

Therefore, His Majesty, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:—

Short title.

1. This Act may be cited as the "North West Mutual Life Assurance Company Act, 1951."

Definitions.

2. In this Act, unless the context otherwise requires:—

- (a) "Association" means the Empire Home Benefit Association, incorporated on the thirty-first day of March, 1924, pursuant to the "Societies Act" of British Columbia:
- (b) "Company" means the North West Mutual Life Assurance Company as incorporated by this Act:
- (c) "Assessment member" means a member of the Association at the time of the coming into force of this Act, who, by this Act, is constituted a member of the Company, and who has not ceased to be an assessment member:
- (d) "Superintendent of Insurance" means the Superintendent of Insurance appointed under the "Insurance Act."

Incorporation.

3. The persons named in the preamble and such other persons as by this Act become members of the Company, or who may hereafter become members of the Company, are hereby constituted a body politic and corporate, under the name "North West Mutual Life Assurance Company," and shall have perpetual succession and a common seal.

Head office.

4. The head office of the Company shall be in the City of Vancouver, in the Province of British Columbia, or such other place in the said Province as the directors may from time to time decide.

Members.

5. All members in good standing of the Association at the time of the coming into force of this Act, and all persons who become and continue to be policyholders in the Company, shall be and be deemed to be members of the Company, subject, nevertheless, to the provisions of this Act and of the by-laws.

Objects.

6. The objects and powers of the Company shall be:—

- (a) To transact the business of life insurance in all its branches:
- (b) To acquire and take over as a going concern the business and undertaking heretofore carried on by the Association and all its assets and liabilities, and to carry on such business and undertaking.

Powers.

7. The Company shall have as ancillary and incidental to its objects the powers following:—

- (a) To purchase, take on lease or in exchange, hire, or otherwise acquire and hold any real and personal property and any rights or privileges that the Company may think necessary or convenient for the purposes of its business:
- (b) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company, wheresoever incorporated, carrying on any business that the Company is authorized to carry on, or possessed of property suitable for the purposes of the Company:
- (c) To pay out of the funds of the Company all or any of the expenses of or incidental to the formation and organization thereof, or that the Company may consider to be preliminary:
- (d) To procure the Company to be registered and recognized in any foreign country or place, and to designate persons therein, according to the laws of such foreign country or place, to represent the Company, and to accept service for and on behalf of the Company of any process or suit:
- (e) To do all such other things as are incidental to or conducive to the attainment of the objects and the exercise of the powers of the Company:

- (f) To borrow, raise, or secure the payment of money, and to give security therefor, in such manner as the Company shall think fit, and to purchase, redeem, or pay off such securities:
- (g) To establish agencies and branches:
- (h) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit:
- (i) To draw, make, accept, endorse, execute, and issue promissory notes, bills of exchange, warranties, and other negotiable or transferable instruments:
- (j) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company:
- (k) To sue and be sued, plead and be impleaded, contract and be contracted with, in its said proper name, in any matter, action, or cause whatsoever:
- (l) To invest all the moneys of, or in the possession of, the Company in such investments as are authorized for the investment of trust funds or for the funds of a life insurance company.

Vesting and transfer of title.

8. As from the date of the coming into force of this Act, the business and undertaking heretofore carried on by the Association, and all lands, estates, leases, charges, mortgages, encumbrances, securities, assets, properties (real and personal or mixed), effects, funds, credits, moneys, rights, rights of assessment, licences, permits, choses in action and causes of action of every description, belonging to, vested in, held by or standing in the name of, or existing in the Association, shall be transferred to and vested in the Company without further act, conveyance, or other deed, to and for the use and benefit absolutely of the Company, its successors and assigns, and all the estate, right, title, interest, claim, and demand which the Association or any member thereof has on the date of the coming into force of this Act, or thereafter becomes or may become entitled to therein, shall be vested in the Company.

Participation certificates.

9. (1) The net value of the assets of the Association vested in the Company by this Act after deducting the liabilities of the Association shall be determined by the auditor of the Association as of the time of the coming into force of this Act: Provided that in making such valuation no amount shall be included for good-will.

(2) Any member of the Company who was a member of the Association at the time of the coming into force of this Act shall be entitled to receive from the Company, in exchange for and in satisfaction of any interest he may have in the assets of the Association, a participation certificate in such form as may be determined by the directors and in an amount which shall bear the same proportion to the value of the assets so determined as the total of the annual fees paid by such member

to the Association prior to the coming into force of this Act shall bear to the total of the annual fees paid, prior to the coming into force of this Act, by all the members of the Company who were members of the Association at the time of the coming into force of this Act.

(3) The directors may from time to time, as they shall see fit, redeem out of such surplus of the Company as, in the opinion of the Superintendent of Insurance, is available for that purpose the said participation certificates, or any one or more of them, by the payment to the holder thereof of the amount of such certificate together with any interest as hereinafter provided due thereon to the date of redemption.

(4) Such participation certificates shall not impose any liability on the Company but shall entitle the holder thereof only to receive the amount thereof in the event of such participation certificate being redeemed as aforesaid and to be paid interest thereon at the rate of three per centum per annum from the expiration of three years after the coming into force of this Act and until such certificate is redeemed: Provided such interest shall be payable only out of such earned surplus as, in the opinion of the Superintendent of Insurance, is available for that purpose, and shall be paid from time to time and at such time as the directors may decide, and such interest shall be cumulative.

Liabilities.

10. The Company shall, subject to the provisions of this Act, assume and be liable for all the debts, obligations, and contracts of the Association existing at the time of the coming into force of this Act.

**Preservation of
right of action.**

11. Nothing in this Act contained shall be considered in any manner to affect any action, suit, or proceeding commenced on behalf of or against the Association at the time of the coming into force of this Act, but any such action, suit, or proceeding may, at the option of the claimant therein, be carried on and continued by or against the Company, which is, in such case, for all the purposes thereof, substituted for the Association.

**Rights and liabilities
of assessment
members.**

12. (1) Subject to the provisions of this Act and the by-laws, an assessment member, as a member of the Company, and any beneficiary claiming through an assessment member, shall, upon the death of an assessment member, have the same rights as against the Company and be under the same liabilities to the Company and subject to the same penalties upon any default as, in such event, they or either of them would have had against the Association, or would have been liable for or subject to as a member of the Association or as such beneficiary under the provisions of the by-laws of the Association in force on the date of the coming into force of this Act.

(2) Any right accruing, or which, but for this Act, would accrue to the Association upon the death of an assessment member, shall accrue to and be enforceable by the Company, including the right to make and

collect, in accordance with the said by-laws of the Association, assessments, and to enforce any penalty for the non-payment thereof.

(3) Save as herein otherwise provided, no member of the Company who is not an assessment member shall be liable for any assessment made by reason of the death of an assessment member.

Cancellation of
membership
certificate.

13. (1) Notwithstanding the provisions of this Act or any other Act, or the constitution and by-laws of the Association, all certificates of membership granted by the Association to its members and then outstanding shall be deemed to be cancelled as from midnight of the thirtieth day of September, 1951, and thereafter such members shall cease to be assessment members of the Company: Provided that no certificate of membership shall be deemed to be cancelled under this section if the assessment member to whom such certificate was granted shall have died prior to the time of such cancellation.

(2) Upon an assessment member ceasing to be an assessment member under the provisions of this section, all the rights of such member and of any beneficiary claiming through such member under section 12 hereof, or under the certificate of membership issued to such assessment member by the Association, or under the by-laws of the Association, shall cease and determine.

(3) Any assessment member who has ceased to be an assessment member shall cease to be a member of the Company unless he shall be the holder of a policy issued by the Company.

(4) Notwithstanding that an assessment member shall cease to be an assessment member, he shall continue to be liable for any assessment made or to be made in respect to the death of an assessment member occurring prior to his so ceasing to be an assessment member, and if any such assessment has not been paid within thirty days of the date of posting of the notice of such assessment, any policy which may have been issued to such assessment member may be cancelled by the Company.

Assessment member's
right to insurance.

14. An assessment member shall be entitled to insurance in the Company effective as from midnight of the thirtieth day of September, 1951, without prior medical examination and irrespective of the physical condition or age of the applicant: Provided:—

- (a) Such insurance shall not exceed two thousand five hundred dollars and is not less than five hundred dollars:
- (b) Such assessment member has paid all accounts due and payable by him in respect to the death of an assessment member occurring prior to the coming into force of such insurance and any other moneys owing by him to the Company; and
- (c) Application for such insurance is made by the assessment member prior to the first day of October, 1951, and in the

prescribed form, and all premiums and fees payable on such application have been paid.

Board of directors.

15. The property, business, and affairs of the Company shall be administered by a board of directors composed of not less than six nor more than twelve members, as may be determined by the by-laws of the Company from time to time.

First directors.

16. The first directors of the Company shall be Cecil Walter Goodrich, George Henry Biddle, Samuel Garvin, Anne Louise Rowan, Charles Ambrose Barnett, Robert Gourlay Hunter, Stephen Raymer, and Robert Pollock Bingham, all of the City of Vancouver, in the Province of British Columbia, and Alfred Molineux Lester, of Comox, in the said Province.

Officers.

17. The officers of the Association at the time of the coming into force of this Act shall be the first officers of the Company, and shall, subject to the by-laws, hold office until their successors are elected or appointed.

Retirement of directors.

18. At the first and each subsequent annual meeting of the Company such directors shall retire, as shall be prescribed by the by-laws.

Election of directors.

19. Directors shall be elected at each annual meeting of the Company to fill the vacancies then occurring, and the directors then elected shall, subject to the by-laws, hold office until their successors are elected.

Qualification for director.

20. Any member of the Company in good standing and who is the holder of a policy of insurance for not less than one thousand dollars, or is the holder of a membership certificate issued by the Association for not less than one thousand dollars, shall be eligible to be elected as a director.

Disqualification of director.

21. Any director who would not be eligible for election as such shall cease to be a director.

Casual vacancy.

22. The directors may fill any casual vacancy occurring on the board of directors: Provided that the person appointed to fill such vacancy would be eligible for election as a director.

Retiring director eligible for re-election.

23. A retiring director may, if otherwise eligible, be re-elected.

Meetings of board.

24. Subject to the provisions of this Act, the directors may from time to time make such rules and regulations as they shall see fit governing the holding of meetings of the board and the method of conducting its affairs.

By-laws.

25. It shall be lawful for the board of directors to make by-laws, not inconsistent with the provisions of this Act, for the government and proper administration of the property, affairs, business, and interests of the Company, and the carrying-out of its objects and powers, and to

repeal, alter, and amend the same from time to time, including, without limiting the generality of the foregoing, relating to:—

- (a) The number, nomination, election, rotation, retirement, and removal of directors:
- (b) The appointment of committees:
- (c) The officers of the Company and their nomination, election, or appointment:
- (d) The duties of the officers, servants, and agents of the Company:
- (e) The calling and conduct of meetings of the Company:
- (f) The method of voting and the form of proxy:
- (g) Determining the rates, rules, and conditions under which the Company's policies shall be issued, transferred, or purchased:
- (h) The establishment of branches:
- (i) The classification of members into different classes and prescribing the rights of any class:
- (j) Generally, all other necessary matters and things that they may deem expedient in conducting and managing the interests, business, and affairs of the Company.

Annual meeting.

26. The fiscal year of the Company shall terminate on the thirty-first day of December in each year, and the annual meeting of the members of the Company shall be held not later than the thirtieth day of April next following the termination of each fiscal year at such time and place as the directors may appoint.

Notice.

27. Notice of the annual meeting shall be given by advertisement in a daily newspaper published and circulated in the City of Vancouver, or otherwise as the directors may decide.

Special meetings.

28. The directors may from time to time, as they see fit, call special meetings of the Company.

Votes.

29. Each member in good standing present at a meeting in person or by proxy shall be entitled to one vote.

Member not in good standing.

30. No member who, under the by-laws, is in arrears in respect to any indebtedness to the Company shall be in good standing.

Proxies.

31. Proxies shall be in such form as provided by the by-laws, and no member shall hold a proxy who is not himself a member in good standing of the Company.

Quorum.

32. A quorum at any meeting of the members shall be not less than twenty members present in person.

Application of assets on dissolution.

33. In the event of the dissolution or winding-up of the Company, the assets of the Company shall be applied:—

- (i) In payment of all legal costs incurred in the winding-up or dissolution of the Company:
- (ii) In the payment of all debts or liabilities of the Company:
- (iii) And the balance, if any, shall be disposed of as may be directed by any Judge of the Supreme Court of British Columbia, to whom application for such direction shall be made by the directors of the Company or the liquidator, as the case may be.

Member not liable
for debts, etc., of
Company.

34. No member of the Company shall be in any way liable, accountable, or chargeable for any debt, claim, or demand due or payable by the Company, or for any act or default of the Company.

"Companies Act,"
s. 5, and "Companies
Clauses Act" not to
apply.

35. Section 5 of the "Companies Act" and the "Companies Clauses Act" shall not apply to the Company.

Provisions of
"Companies Act" to
apply.

36. Sections 11 to 15, 49, 97 to 103, 106, 109 to 112, 122 to 125, 135 to 146, 150 to 155, 159 to 163, 165, 169, 170, 214 to 240, and 256 to 266 of the "Companies Act" shall apply to the Company.

Provisions of "Insur-
ance Act" to apply.

37. This Act and the Company incorporated hereby shall be subject to all the provisions of the "Insurance Act."

Coming into force
of Act.

38. This Act shall come into operation on a date to be fixed by the Lieutenant-Governor in Council by his Proclamation.

VICTORIA, B.C.

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