

An Act to Incorporate Middle West Insurance Company

being a Private Act

Chapter 42 of the *Statutes of Saskatchewan, 1916*
(effective February 29, 1916).

NOTE:

This consolidation is not official. Amendments have been incorporated for convenience of reference and the original statutes and regulations should be consulted for all purposes of interpretation and application of the law. In order to preserve the integrity of the original statutes and regulations, errors that may have appeared are reproduced in this consolidation.

Table of Contents

1	Incorporation	13	Annual meeting
2	Capital stock	14	Special meetings
3	Head office	15	Procedure at meetings
4	Provisional directors	16	Directors
5	General meeting and commencement of business	17	Defect in appointment not to invalidate
6	Calls on stock	18	Bylaws and regulations
7	Forfeiture of stock	19	Powers of company
8	Same	20	Additional powers
9	Transfer of stock	21	Amalgamation with other companies
10	Liability of stockholders	22	Annual report to shareholders
11	Same	23	Audit
12	Not bound to see to the execution of trusts	24	Application of <i>The Saskatchewan Insurance Act</i>
		25	Returns
		26	Application of <i>The Companies Act</i>

1916
CHAPTER 42

An Act to incorporate the Middle West Insurance Company, Limited

(Assented to February 29, 1916)

Preamble

WHEREAS Henry Edward Anderson, Harvey S. Dillabough, Arthur Hitchcock, William Erskine Knowles, Honourable John Albert Sheppard, have presented a petition praying for the incorporation of the Middle West Insurance Company, Limited;

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

Therefore His Majesty by and with the advice and consent of the Legislative Assembly of Saskatchewan enacts as follows:

Incorporation

1 The persons hereinbefore named, and all such persons as shall become shareholders of the said company shall be and are hereby constituted and declared to be a body corporate and politic in law and in fact under the name and style of Middle West Insurance Company, Limited, for effecting insurance against losses by fire, lightning, hail, wind storm, tornado, damage to live stock by accident, sickness, or other casualties, and doing all things appertaining thereto and connected therewith.

1916, c.42, s.1.

Capital stock

2 The capital stock of the said company shall be five hundred thousand dollars divided into five thousand shares of one hundred dollars each.

1916, c.42, s.2.

Head office

3 The chief place of business of the said company shall be in the city of Moose Jaw, in the Province of Saskatchewan, but may be changed from time to time to such other place in the said province as may be designated by bylaw:

Provided however that such bylaw shall be of no effect until it shall have been duly passed by the board of directors and approved of by the shareholders at an annual general meeting or a special general meeting to be expressly convened for that purpose.

1916, c.42, s.3.

c. 42 MIDDLE WEST INSURANCE COMPANY, INCORPORATING**Provisional directors**

4 For the purpose of organising the said company the persons named in the preamble to this Act shall be the provisional directors thereof; and they or a majority of them may cause stock books to be opened at the chief place of business of the company and elsewhere at the discretion of the said provisional directors which shall remain open as long as they may deem necessary; and the provisional directors are hereby authorised to receive from the shareholders a deposit of at least ten per cent, on the amount of the stock subscribed by them respectively and to pay all costs and expenses incurred in the application for and obtaining this Act of incorporation, brokerage on stock and other necessary expenses in connection with the organisation of the company; so soon as the directors shall have been elected as hereinafter provided the powers and functions of the provisional directors shall cease and determine.

1916, c.42, s.4.

General meeting and commencement of business

5 When two hundred thousand dollars of the said capital stock shall have been subscribed as aforesaid and twelve and one half per cent of the amount so subscribed paid in the provisional directors shall call a general meeting of the shareholders at the chief place of business of the company giving fourteen days' notice of the time and place where such meeting is to be held in some newspaper published in the city of Moose Jaw and by sending to each shareholder a copy of said notice by registered letter at which general meeting the shareholders present in person or represented by proxy shall elect in the manner hereinafter provided the board of directors composed of not less than five nor more than nine duly qualified shareholders who shall hold office until their successors are elected; and it shall not be lawful for the said company to commence the business of insurance until at least two hundred thousand dollars of its capital stock shall have been subscribed and twelve and one half per cent of the amount so subscribed paid in over and above all sums expended in applying for and obtaining incorporation, in brokerage on stock and other matters connected with the organisation of the company and a board of directors elected as aforesaid.

1916, c.42, s.5.

Calls on stock

6 The shares of capital stock of the said company subscribed for shall after the first payment of twelve and one half per cent, thereon be paid in by such instalments and at such times and places as the directors shall appoint:

Provided no such instalment shall exceed ten per cent, and not less than one month's notice of any calls upon stock shall be given; and trustees, executors, administrators and curators paying instalments upon the shares of deceased shareholders shall be and are hereby respectively indemnified for paying the same.

1916, c.42, s.6.

Forfeiture of stock

7 If any shareholder shall refuse or neglect to pay any call made upon the share or shares held by him for sixty days after the same shall become payable, the board of directors may by resolution declare such share or shares and all amounts previously paid thereon to be forfeited to the same company and the same shall thereupon become so forfeited and may be sold by the directors:

Provided always that in case the money realised from such sale of share or shares be more than sufficient to pay all arrears and interest, together with the expenses of such sale, the surplus of such money shall be paid on demand to the former shareholder and no more shares shall be sold than shall be necessary to pay all arrears due by said shareholder with interest and expenses of sale;

Provided 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 the owner of such shares is indebted to the said company in such sum of money as the calls in arrears amount to for such and so many shares whereby an action has accrued to the company by virtue of this Act and on the trial in order to establish a *prima facie* case it shall be necessary only to prove that the defendant was owner of the said shares in the company, that said calls were made and that notice was given as directed by this Act, and it shall not be necessary to prove the appointment of directors who made such calls or any other matter whatsoever than by this section specially required and any copy or extract of any bylaw, rule, regulation or minute or of any entry in any book of the company certified to be a true copy or extract under the hand of the president or vice president, the manager or secretary of the company and sealed with the corporate seal thereof shall be received in all courts and proceedings as *prima facie* evidence of such bylaw, rule, regulation, minute or entry without any further proof thereof and without proof of the official character or signature of the officer signing the same or of the corporate seal.

1916, c.42, s.7.

Same

8 If payment of such arrears, calls, interest and expenses be made before any share so forfeited shall have been sold, such shares shall revert to the owner as if the same had been duly paid before the forfeiture thereof.

1916, c.42, s.8.

Transfers of stock

9 No transfer of any share of the capital stock of the said company shall be valid until entered in the books of the company according to such form as may be from time to time fixed by the bylaws; and until the whole of the subscribed stock of the company is paid up it shall be necessary to obtain the consent of the directors for the time being to such transfer being made:

Provided always that no shareholder indebted to the company shall be permitted to make a transfer or receive a dividend until his debt is paid or secured to the satisfaction of the directors; and no transfer of stock shall at any time be made until all calls thereon due up to the time of transfer shall have been paid.

1916, c.42, s.9.

c. 42 MIDDLE WEST INSURANCE COMPANY, INCORPORATING**Liability of stockholders**

10 In the event of the property and assets of the said company being insufficient to liquidate its debts, liabilities and engagements the shareholders shall be liable for the deficiency but to no greater extent than the amount of the balance remaining unpaid upon their respective shares in the capital stock.

1916, c.42, s.10.

Same

11 No shareholder shall be liable to any action for any debt, liability or engagement of the said company by any creditor thereof before an execution against the company has been returned unsatisfied in whole or in part; and the amount due on such execution shall be the amount recoverable with costs against such shareholder:

Provided that any shareholder may plead by way of defence in whole or in part any set off which he could set up against the company except the claim for unpaid dividends or salary or allowance as a president or director; and provided always that nothing in this section shall be construed to allay or diminish the additional liabilities of the directors of the company.

1916, c.42, s.11.

Not bound to see to the execution of trusts

12 The company of directors shall not be bound to see to the execution of any trust either express, implied or constructive affecting any share or shares of its stock; and notwithstanding any such trust or any notice thereof to the company or directors the receipt of the person in whose name any share stands shall be sufficient discharge to the company for any money paid in respect to such share or shares.

1916, c.42, s.12.

Annual meeting

13 The annual general meeting of shareholders of the company shall be held at the chief place of business of the company on such day and at such hour as may be appointed by bylaw, thirty days' notice of such meeting being given in some newspaper published at or as near as may be to the said chief place of business or in such other manner as may be provided by the bylaws of the company.

1916, c.42, s.13.

Special meetings

14 Special general meetings of the shareholders may be called in such manner as may be provided by the bylaws and by giving not less than fourteen days' notice.

1916, c.42, s.14.

Procedure at meetings

15(1) At all general meetings of the shareholders of the company the president or in his absence the vice president or in the absence of both of them a director chosen by the shareholders shall preside who in case of an equality of votes shall give the casting vote in addition to his vote as a shareholder.

(2) Each shareholder shall be entitled to cast one vote for every share held by him for not less than fourteen days prior to the time of voting and upon which all calls then due have been paid; such votes may be given either in person or by proxy but the holder of such proxy must be a shareholder.

(3) All questions proposed for the consideration of the shareholders shall be determined by the majority of votes.

1916, c.42, s.15.

Directors

16(1) The stock, property and affairs of the company shall be managed and conducted by a board of directors which shall consist of duly qualified shareholders (not less than five nor more than nine as may be provided by the bylaws) who shall be elected at the annual general meeting of the shareholders each year; such election to be by ballot and the requisite number of persons receiving the greatest number of votes at such election shall be the directors for the ensuing year:

Provided if two or more persons receive an equal number of votes in such manner that a greater number of persons shall appear to be chosen as directors than are required to constitute the board then the directors who shall have received the greater number of votes or the majority of them shall determine which of the said persons so receiving an equal number of votes shall be the director or directors to complete the board.

(2) No person shall be eligible to be or continue as a director unless he shall hold in his own name stock in the company to the amount of fifteen shares on which not less than twelve and one half per cent shall have been paid, and unless all calls on such stock shall have been paid nor shall he be so eligible if he is indebted in any manner to the company.

(3) The directors shall as soon as may be after the elections from time to time as circumstances may require elect from among themselves by ballot a president and a vice president of the company who shall hold office until their successors shall have been elected in like manner; the president, vice president or any director may be appointed manager or managing director of the company.

(4) Any vacancy happening amongst the directors by death, resignation or disqualification during their term of office shall be filled for the remainder of the term by the remaining directors or the majority of them electing in place of such director or directors a shareholder or shareholders eligible for election as directors.

(5) At all meetings of directors a majority of the full number of directors of the company shall be a quorum for the transaction of business and all questions before them shall be decided by a majority of votes each director present having one vote and in case of a tie the question shall be resolved in the negative.

1916, c.42, s.16.

Defect in appointment not to invalidate

17 In case it shall at any time happen that an election of directors of the said company should not be made on any day when it should have been made under the provisions of this Act, the said company shall not thereby be or be deemed to have been dissolved but the directors in office shall so continue until their successors have been duly elected.

1916, c.42, s.17.

Bylaws and regulations

18 Subject to the provisions of this Act the directors shall have full power and authority to make and from time to time to alter such bylaws, rules and regulations and ordinances as shall appear to them proper or needful touching the well ordering of the business of the company, the management and disposition of its stock, property estate and effects, and in all things to administer the affairs of the company and make or cause to be made for the company all contracts into which bylaw the company can enter; and may from time to time make bylaws regulating the allotment of stock, the making of calls thereon, the payment thereof, the issue and registration of stock certificates, the forfeiture of stock for nonpayment, the disposal of such forfeited stock and the proceeds thereof, the transfer of stock, the declaring and paying of dividends, the number and term of service of directors, the appointment, functions, duties and removal of agents, officers and servants of the company, the security to be given by them, their remuneration, and that, if any, of the directors, the time and place of annual meetings of the company, the callings of meetings of the board of or committee of directors and meetings of the company, the requirements as to proxies, the procedure in all things at meetings, the imposition and recovery of all penalties and forfeitures admitting of regulation by bylaw and the conduct and management in all other particulars of the affairs of the company, and may from time to time repeal, amend or re-enact the same:

Provided always that all such bylaws made by the directors as aforesaid shall be valid and binding only until the next annual general meeting of shareholders, unless they are then approved by such meeting, and shall thereafter have force and effect as so approved or modified at such meeting until amended or altered.

1916, c.42, s.18.

Powers of company

19(1) The company shall have power to make and effect contracts of insurance with any person or persons or bodies politic or corporate against any loss of damage by fire, lightning, tornado or wind storm on any houses, stores or other buildings whatsoever and their contents and on any shipping or vessels whatsoever or wheresoever, proceedings against loss or damage by fire, and in like manner on any goods, chattels or personal estate whatsoever for such time or times and for such premiums or considerations and under such modifications or restrictions and upon such conditions as may be bargained or agreed upon or set forth by and between the company and the person or persons insured or to be insured and to cause themselves to be reinsured against any loss or risk they may have incurred in the course of the business; and generally to do and perform all other necessary matters and things connected with and proper to promote the objects for which said company is incorporated; and all policies or contracts issued or entered into by the said company shall be under the seal of the said company and shall be signed by the president or vice president and countersigned by the manager or otherwise as may be directed by the bylaws, rules and regulations of the company and being so sealed, signed and countersigned shall be deemed valid and binding upon the company according to the tenor and meaning thereof.

Subject to provisions of *The Saskatchewan Insurance Act*

(2) The said company shall in like manner have power and authority to make and effect contracts of insurance against all accidents or casualties of whatsoever nature and from whatsoever cause arising whereby the insured or his property may suffer loss, damage or injury or be disabled or whereby any crop growing or to be grown belonging to the insured may be damaged or destroyed by hail, rain, wind or tornado or against loss or damage to any live stock or animals by reason of death, sickness, disease or accident, or in the case of the death of any person insured from any accident to secure to his representative the payment of a sum of money and to insure and guarantee the safe transit and delivery of any money, goods, chattels or effects; and to guarantee the fidelity of persons in positions of trust, the due performance of their duties and against any liabilities they may incur in connection therewith:

Provided, however, that the powers granted under this subsection shall be subject to the provisions of *The Saskatchewan Insurance Act* or any Act which may be passed in amendment thereto or in substitution therefor.

1916, c.42, s.19.

Additional powers

20 The company shall have full power to acquire and hold real estate for the purpose of its business within this province of an annual value not exceeding five thousand dollars and to sell and dispose of the same and acquire other property in its place as may be deemed expedient and further to take, hold and acquire all such lands and tenements, real or personal estate, or 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 business or purchased for the purpose of avoiding a loss to the company in respect thereof or of the owner thereof and to retain the same for a period not exceeding five years from the acquisition thereof; and the company may invest its funds or any part thereof in any of the public securities of the Dominion of Canada or any of the provinces thereof or in the stocks of any banks or in the bonds or debentures of any incorporated city, town or municipality authorised to issue bonds or debentures or in any mortgages or loans upon real estate or in real estate or in debentures issued under *The Rural Telephone Act*.

1916, c.42, s.20.

Amalgamation with other companies

21 The company shall have power to amalgamate with or purchase the business of any other insurance company or to sell out and dispose of the business of the company to any other such company upon such terms and conditions as may be agreed upon and as shall not impair the resource or remedy of any creditor or policy holder of the company but before the completion of any such amalgamation, purchase or sale the same must be approved of by a two-thirds vote of the shareholders at an annual general meeting or special meeting called for that purpose.

1916, c.42, s.21.

c. 42 MIDDLE WEST INSURANCE COMPANY, INCORPORATING**Annual report to shareholders**

22 The directors shall cause to be prepared and submitted to the shareholders at each annual general meeting a full and correct statement of the accounts of the company, a general abstract of the estimated liabilities and assets of the company and a list of shareholders showing the amount of stock held and the amount unpaid thereon respectively.

1916, c.42, s.22.

Audit

23 One or more auditors shall be appointed by the shareholders at each annual general meeting whose report shall be embodied in the general statement of the affairs of the company submitted to the shareholders as provided in the next preceding section.

1916, c.42, s.23.

Application of *The Saskatchewan Insurance Act*

24 This Act and the company hereby incorporated and the exercise of the powers hereby conferred shall be subject to *The Saskatchewan Insurance Act* and any general laws in force or that may hereafter be in force in the province respecting insurance companies.

1916, c.42, s.24.

Returns

25 The company shall furnish all such returns as may be called for from time to time by the provincial secretary.

1916, c.42, s.25.

Application of *The Companies Act*

26 Subject to the provisions of this Act, the provisions of *The Companies Act* shall apply to this company in so far as the same may be applicable.

1916, c.42, s.26.