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c 89 Corporations Act

Ontario

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CHAPTER 89

The Corporations Act

1. In this Act,

(a) "books" includes loose-leaf books where reasonable precautions are taken against the misuse of them;

(b) "Commission" means the Ontario Securities Commission;

(c) "company" means a corporation with share capital;

(d) "corporation" means a corporation with or without share capital, but in Part III "corporation" means a corporation without share capital;

(e) "court" means the Supreme Court or the county or district court of the county or district in which the head office of the corporation is situate;

(f) "Minister" means the member of the Executive Council to whom the administration of this Act is assigned by the Lieutenant Governor in Council;

(g) "officer" means president, chairman of the board of directors, vice-president, secretary, assistant secretary, treasurer, assistant treasurer, manager or any other person designated an officer by by-law of the corporation;

(h) "private company" means a company as to which by its special Act, letters patent or supplementary letters patent,

(i) the right to transfer its shares is restricted,

(ii) the number of its shareholders, exclusive of persons who are in the employment of the company, is limited to fifty, two or more persons holding one or more shares jointly being counted as a single shareholder, and

(iii) any invitation to the public to subscribe for its shares or securities is prohibited;

(i) "public company" means a company that is not a private company;

(j) "registers" includes loose-leaf registers where reasonable precautions are taken against the misuse of them;

(k) "securities" means the bonds, debentures, debenture stock or other like liabilities of a corporation whether constituting a charge on its property or not;
"special resolution" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the shareholders or members of the corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the shareholders or members entitled to vote at such meeting. R.S.O. 1960, c. 71, s. 1; 1966, c. 28, s. 1; 1968-69, c. 16, s. 1 (1).

2. This Act does not apply to a company to which The Business Corporations Act applies. 1970, c. 30, s. 1.

PART I

CORPORATIONS, INCORPORATION AND NAME

3. This Part, except where it is otherwise expressly provided, applies,

(a) to every corporation incorporated by or under a general or special Act of the Parliament of the late Province of Upper Canada;

(b) to every corporation incorporated by or under a general or special Act of the Parliament of the late Province of Canada that has its head office and carries on business in Ontario and that was incorporated with objects to which the authority of the Legislature extends; and

(c) to every corporation incorporated by or under a general or special Act of the Legislature;

but this Part does not apply to a corporation incorporated for the construction and working of a railway, an incline railway or a street railway, or to a corporation within the meaning of The Loan and Trust Corporations Act except as provided by that Act. R.S.O. 1960, c. 71, s. 2.

4.—(1) The Lieutenant Governor may in his discretion, by letters patent, issue a charter to any number of persons, not fewer than three, of twenty-one or more years of age, who apply therefor, constituting them and any others who become shareholders or members of the corporation thereby created a corporation for any of the objects to which the authority of the Legislature extends, except those of railway and incline railway and street railway corporations and corporations within the meaning of The Loan and Trust Corporations Act. R.S.O. 1960, c. 71, s. 3 (1).

(2) Notwithstanding subsection 1, where the objects for which the corporation is to be incorporated are in whole or in part of a social nature, the number of applicants shall be not fewer than ten. 1962-63, c. 24, s. 1.
(3) Notwithstanding subsection 1, a private company may be incorporated under this Act with power to lend and invest money on mortgage of real estate or otherwise, or with power to accept and execute the office of liquidator, receiver, assignee, trustee in bankruptcy or trustee for the benefit of creditors and to accept the duty of and to act generally in the winding up of corporations, partnerships and estates, other than estates of deceased persons, and shall not by reason thereof be deemed to be a corporation within the meaning of The Loan and Trust Corporations Act, but the number of its shareholders, exclusive of persons who are in the employment of the company, shall be limited by its letters patent or supplementary letters patent to five, two or more persons holding one or more shares jointly being counted as a single shareholder, and no such company shall issue securities except to its shareholders, or borrow money on the security of its property except from its shareholders, or receive money on deposit. R.S.O. 1960, c. 71, s. 3 (2); 1966, c. 28, s. 2.

5. The Lieutenant Governor may in his discretion issue supplementary letters patent to any corporation that applies therefor amending or otherwise altering or modifying its letters patent or prior supplementary letters patent. R.S.O. 1960, c. 71, s. 4.

6. The Minister may in his discretion and under the seal of his office have, use, exercise and enjoy any power, right or authority conferred by this Act on the Lieutenant Governor, but not those conferred on the Lieutenant Governor in Council. R.S.O. 1960, c. 71, s. 5.

7. An applicant under this Act shall establish to the satisfaction of the Minister the sufficiency of the application and all documents filed therewith and shall furnish such evidence of the bona fides of the application as the Minister considers proper. R.S.O. 1960, c. 71, s. 6.

8. The Minister or any person in his department to whom an application is referred may take evidence under oath with respect thereto. R.S.O. 1960, c. 71, s. 7.

9. On an application for letters patent, supplementary letters patent or an order, the Lieutenant Governor may give the corporation a name different from its proposed or existing name, may vary the objects or other provisions of the application and may impose such conditions as he considers proper. R.S.O. 1960, c. 71, s. 8.
10. The provisions of this Act relating to matters preliminary to the issue of letters patent or supplementary letters patent or an order are directory only, and no letters patent or supplementary letters patent or order are void or voidable on account of any irregularity or insufficiency in any matter preliminary to the issue thereof. R.S.O. 1960, c. 71, s. 9.

11. The Minister shall cause notice of the issue of letters patent, supplementary letters patent or an order to be given forthwith in The Ontario Gazette. R.S.O. 1960, c. 71, s. 10.

12.—(1) A corporation comes into existence on the date of the letters patent incorporating it. 1961-62, c. 21, s. 1.

(2) Letters patent of incorporation, letters patent of continuation, letters patent of amalgamation and supplementary letters patent, issued under this Act or any predecessor thereof, take effect on the date set forth therein. 1968-69, c. 16, s. 2.

13.—(1) A corporation shall not be given a name,

(a) that is the same as or similar to the name of a known corporation, association, partnership, individual or business if its use would be likely to deceive, except where the corporation, association, partnership, individual or person signifies its or his consent in writing that its or his name in whole or in part be granted, and, if required by the Minister,

(i) in the case of a corporation, undertakes to dissolve or change its name within six months after the incorporation of the new corporation, or

(ii) in the case of an association, partnership or individual, undertakes to cease to carry on its or his business or activities, or change its or his name, within six months after the incorporation of the new corporation;

(b) that suggests or implies a connection with the Crown or any member of the Royal Family or the Government of Canada or the government of any province of Canada or any department, branch, bureau, service, agency or activity of any such government without the consent in writing of the appropriate authority;

(c) that, when the objects applied for are of a political nature, suggests or implies a connection with a political party or a leader of a political party;

(d) that includes the word "co-operative" or any abbreviation or derivation thereof unless the corporation is subject to Part V; or
(e) that is objectionable on any public grounds.

(2) If a corporation through inadvertence or otherwise has been or is given a name that is objectionable, the Lieutenant Governor, after he has given notice to the corporation of his intention so to do, may direct the issue of supplementary letters patent changing the name of the corporation to some other name.

(3) A person who feels aggrieved as a result of the giving of a name under subsection 1 or the changing or refusing to change a name under subsection 2 may, upon at least seven days notice to the Minister and to such other persons as the court directs, apply to the court for a review of the matter, and the court may make an order changing the name of the corporation to such name as it considers proper or may dismiss the application.

(4) A copy of an order made under subsection 3, certified under the seal of the court, shall be filed with the Minister by the corporation within ten days after it is made.

(5) A corporation that fails to comply with subsection 4 is guilty of an offence and on summary conviction is liable to a fine of not more than $200, and every director or officer of the corporation who authorizes, permits or acquiesces in any such failure is guilty of an offence and on summary conviction is liable to a like fine. R.S.O. 1960, c. 71, s. 12.

14. A change in the name of a corporation does not affect its rights or obligations. R.S.O. 1960, c. 71, s. 13.

15. A person, partnership or association that trades or carries on a business or undertaking under a name in which “Limited”, “Incorporated” or “Corporation” or any abbreviation thereof is used, unless incorporated, is guilty of an offence and on summary conviction is liable to a fine of not more than $200. R.S.O. 1960, c. 71, s. 14.

16. The Minister may on the application in writing of any person and on the payment of a fee of $2 reserve a corporate name for the use and benefit of the applicant or his nominee for a period of sixty days or such lesser period as he specifies. R.S.O. 1960, c. 71, s. 15.

17. A person, partnership or association may notify the Minister of the name under which his or its business or undertaking is carried on and thereupon the Minister shall make a notation thereof in his records. R.S.O. 1960, c. 71, s. 16.
18. Subject to section 2 and except where it is otherwise expressly provided, this Part applies,

(a) to every company incorporated by or under a general or special Act of the Parliament of the late Province of Upper Canada;

(b) to every company incorporated by or under a general or special Act of the Parliament of the late Province of Canada that has its head office and carries on business in Ontario and that was incorporated with objects to which the authority of the Legislature extends; and

(c) to every company incorporated by or under a general or special Act of the Legislature,

but this Part does not apply to a company, incorporated for the construction and working of a railway, an incline railway or a street railway, or to a corporation within the meaning of The Loan and Trust Corporations Act except as provided by that Act. R.S.O. 1960, c. 71, s. 17, amended.

19.—(1) The applicants for incorporation of a company shall file with the Lieutenant Governor an application showing:

1. The names in full, the place of residence and the calling of each of the applicants.

2. The name of the company to be incorporated.

3. The objects for which the company is to be incorporated.

4. The place in Ontario where the head office of the company is to be situate.

5. The authorized capital, the classes of shares, if any, into which it is to be divided, the number of shares of each class, and the par value of each share, or, where the shares are to be without par value, the consideration, if any, exceeding which each share or the aggregate consideration, if any, exceeding which all the shares of each class may not be issued.

6. Where there are to be preference shares, the preferences, rights, conditions, restrictions, limitations or prohibitions attaching to them or each class of them.

7. Where the company is to be a private company, a statement to that effect and the restrictions to be placed on the transfer of its shares.
23. Corporations

8. The names of the applicants who are to be the first directors of the company.

9. The class and number of shares to be taken by each applicant and the amount to be paid therefor.

10. Any other matters that the applicants desire to have included in the letters patent.

(2) The applicants may ask to have included in the letters patent any provision that could be the subject of a by-law of the company. R.S.O. 1960, c. 71, s. 18.

20. Upon incorporation of a company, each applicant becomes a shareholder holding the class and number of shares stated in the application to be taken by him and is liable to the company for the amount to be paid therefor. R.S.O. 1960, c. 71, s. 19.

21.—(1) The name of a company shall have the word “Limited” as the last word thereof, but a company may use the abbreviation “Ltd.” for “Limited” and may be referred to in the same manner.

(2) This section does not apply to insurers incorporated under Part VI. R.S.O. 1960, c. 71, s. 20.

22.—(1) Where a company or a director, officer or employee thereof uses the name of the company, the word “Limited”, or the abbreviation “Ltd.”, shall appear as the last word thereof.

(2) Stamping, writing, printing or otherwise marking on goods, wares and merchandise of the company or upon packages containing the same shall not be deemed a use of the name within the meaning of subsection 1.

(3) A private company shall have the words “private company” on its seal.

(4) A company that contravenes any requirement of this section and every director, officer or employee of the company who authorizes, permits or acquiesces in any such contravention is guilty of an offence and on summary conviction is liable to a fine of not more than $200. R.S.O. 1960, c. 71, s. 21.

23. Notwithstanding subsection 1 of section 21 and section 22, a company may use its name in such form and in such language as the letters patent or supplementary letters patent provide. 1964, c. 10, s. 1.
24.—(1) A company possesses, as incidental and ancillary to the objects set out in the letters patent or supplementary letters patent, power,

(a) to carry on any other business capable of being conveniently carried on in connection with its business or likely to enhance the value of or make profitable any of its property or rights;

(b) to acquire or undertake the whole or any part of the business, property and liabilities of any person carrying on any business that the company is authorized to carry on;

(c) to apply for, register, purchase, lease, acquire, hold, use, control, license, sell, assign or dispose of patents, patent rights, copyrights, trade marks, formulae, licences, inventions, processes, distinctive marks and similar rights;

(d) to enter into partnership or into any arrangement for sharing of profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction that the company is authorized to carry on or engage in or any business or transaction capable of being conducted so as to benefit the company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same;

(e) to take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the company or carrying on any business capable of being conducted so as to benefit the company;

(f) to enter into arrangements with any public authority that seem conducive to the company’s objects and obtain from any such authority any rights, privileges or concessions;

(g) to establish and support or aid in the establishment and support of associations, institutions, funds or trusts for the benefit of employees or former employees of the company or its predecessors, or the dependants or connections of such employees or former employees, and grant pensions and allowances, and make payments towards insurance or for any object similar to those set forth in this clause, and subscribe or guarantee money
for charitable, benevolent, educational or religious objects or for any exhibition or for any public, general or useful objects;

(h) to promote any company for the purpose of acquiring or taking over any of the property and liabilities of the company, or for any other purpose that may benefit the company;

(i) to purchase, lease or take in exchange, hire or otherwise acquire any personal property and any rights or privileges that the company may think necessary or convenient for the purposes of its business;

(j) to construct, improve, maintain, work, manage, carry out or control any roads, ways, tramways, branches, sidings, bridges, reservoirs, watercourses, wharves, manufactories, warehouses, electric works, shops, stores and other works and conveniences that may advance the company’s interests, and to contribute to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof;

(k) to raise and assist in raising money for, and to aid by way of bonus, loan, promise, endorsement, guarantee or otherwise, any person or company with whom the company may have business relations or any of whose shares, securities or other obligations are held by the company and to guarantee the performance or fulfilment of any contracts or obligations of any such person or company, and in particular to guarantee the payment of the principal of and interest on securities, mortgages and liabilities of any such person or company;

(l) to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments;

(m) to sell, lease, exchange or dispose of the undertaking of the company or any part thereof as an entirety or substantially as an entirety for such consideration as the company thinks fit, and in particular for shares or securities of any other company having objects altogether or in part similar to those of the company, if authorized so to do by a special resolution;

(n) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with the property of the company in the ordinary course of its business;
(o) to adopt such means of making known the products of the company as seems expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals or by granting prizes and rewards or making donations;

(p) to cause the company to be registered and recognized in any foreign country or province or territory of Canada, and to designate persons therein according to the laws of such foreign country or province or territory to represent the company and to accept service for and on behalf of the company of any process or suit;

(q) to allot and issue fully-paid shares of the company in payment or part payment of any property purchased or otherwise acquired by the company or for any past services rendered to the company;

(r) to distribute among the shareholders of the company in money, kind, specie or otherwise as may be resolved, by way of dividend, bonus or in any other manner considered advisable, any property of the company, but no such distribution shall decrease the capital of the company unless made in accordance with this Act;

(s) to pay all costs and expenses of or incidental to the incorporation and organization of the company;

(t) to invest and deal with the moneys of the company not immediately required for its objects in such manner as may be determined;

(u) to do any of the above things and all things authorized by the letters patent and supplementary letters patent as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others;

(v) to do all such other things as are incidental or conducive to the attainment of the above objects and of the objects set out in the letters patent and supplementary letters patent.

Powers may be withheld

(2) Any of the powers set out in subsection 1 may be withheld or limited by the letters patent or supplementary letters patent. R.S.O. 1960, c. 71, s. 22.

Loans to shareholders and directors

25.—(1) Except as provided in subsection 2, a company shall not make loans to any of its shareholders or directors or give, directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase made or to be made by any person of any shares of the company.
(2) A company may,

(a) make loans to any of its shareholders or directors in the ordinary course of its business where the making of loans is part of the ordinary business of the company; or

(b) make loans to bona fide full-time employees of the company whether or not they are shareholders or directors, with a view to enabling them to purchase or erect dwelling houses for their own occupation, and may take from such employees mortgages or other securities for the repayment of such loans; or

(c) provide, in accordance with a scheme for the time being in force, money by way of loan for the purchase by trustees of fully-paid shares of the company, to be held by or for the benefit of bona fide employees of the company, whether or not they are shareholders or directors; or

(d) make loans to bona fide employees of the company, other than directors, whether or not they are shareholders, with a view to enabling them to purchase fully-paid shares of the company to be held by them by way of beneficial ownership; or

(e) if it is a private company, make loans to any of its shareholders or directors with a view to enabling them to purchase issued shares of the company.

(3) The power mentioned in clause b, c, d or e of subsection 2 may be exercised only under the authority of a by-law passed by the directors and confirmed by at least two-thirds of the votes cast at a general meeting of the shareholders duly called for considering the by-law.

(4) Every director and officer of a company making or assenting to a loan in contravention of this section is, until repayment of the loan, jointly and severally liable to the company and to its creditors for the debts of the company then existing or thereafter contracted to the amount of the loan with interest at the rate of 5 per cent per annum. R.S.O. 1960, c. 71, s. 23.
(3) Where the shares of a company are without par value or where part of its shares are with par value and part are without par value, its authorized capital shall be expressed as a specified number of shares in the letters patent or supplementary letters patent.

(4) Where the shares of a company are without par value or where part of its shares are with par value and part are without par value, the letters patent or supplementary letters patent may provide that each share without par value or the shares of each class of shares without par value are not to be issued for a consideration exceeding in amount or value a stated amount in dollars, pounds, francs or other currency, and the letters patent or supplementary letters patent may provide, in addition, that such share or shares may be issued for such greater amount as the board of directors of the company considers expedient on payment to the Treasurer of Ontario of the fees payable on such greater amount and on the issuance by the Minister of a certificate of such payment. R.S.O. 1960, c. 71, s. 24.

27. Each share of a class shall be the same in all respects as every other share of that class. R.S.O. 1960, c. 71, s. 25.

28.—(1) If a company has more than one class of shares, one class shall be common shares designated as such and the other class or classes shall be preference shares howsoever designated.

(2) Subsection 1 does not apply to shares authorized before the 30th day of April, 1954. R.S.O. 1960, c. 71, s. 26.

29.—(1) If a company has more than one class of shares, the letters patent or supplementary letters patent shall provide that the preference shares of a class confer upon the holders thereof a preference or right over the holders of shares of another class, either preference or common, and such preference or right, without limiting the nature thereof, may be in respect of dividends, repayment of capital, the right to elect part of the board of directors or the right to convert such shares into shares of another class or other classes of shares or into securities.

(2) The letters patent or supplementary letters patent of a company may provide that the preference shares of a class may have attached thereto conditions, restrictions, limitations or prohibitions including, but without limiting the nature thereof, the right of the company to purchase for cancellation or at its option to redeem all or part of the shares of that class or conditions, restrictions, limitations or prohibitions on the right to vote.

(3) If the letters patent or supplementary letters patent so provide or if a by-law creating preference shares passed and confirmed before the 30th day of April, 1954, so provides, any
preference shares of a class may be redeemed by the company at
the request of a holder or of a number or proportion of such
holders.

(4) Preference shares without par value do not have a prefer-
ence in respect of the repayment of capital and are not subject to
redemption or purchase for cancellation.

(5) Where preference shares with par value are to be redeemed,
they shall be redeemed at the amount paid up thereon, but, if the
letters patent or supplementary letters patent so provide or if a
by-law creating preference shares passed and confirmed before
the 30th day of April, 1954, so provides, a premium, unpaid
dividends or other stated amount may be paid.

(6) Notwithstanding subsection 5, if the letters patent or
supplementary letters patent so provide, the preference shares of
a class may be redeemed out of money set aside in a fund for such
purpose at a price as near as may be to the actual value thereof,
and the method of determining such actual value shall be set out
in the letters patent or supplementary letters patent. R.S.O.
1960, c. 71, s. 27 (1-6).

(7) Where the preference shares of a class are made redeemable
by the letters patent or supplementary letters patent and where
at any time some but not all of such shares are to be redeemed, the
shares to be redeemed shall, except as provided in subsections 8
and 9, be selected by lot in such manner as the board of directors
determines or as nearly as may be in proportion to the number of
shares registered in the name of each shareholder. R.S.O. 1960,
c. 71, s. 27 (7); 1961-62, c. 21, s. 2.

(8) Where at least 95 per cent of the holders of the preference
shares of a class holding at least 95 per cent of the issued shares of
such class consent in writing and where, after twenty-one days
notice has been given by sending the notice to each of the holders
of shares of such class to his last address as shown on the books of
the company, none of the holders of shares of such class dissent in
writing to the company, the company may redeem all or any of
such shares in such manner as the board of directors determines.

(9) Where a holder of preference shares of a private company
dies or leaves its employment, it may within one year of such
event redeem all or any of the preference shares held by the
deceased shareholder or former employee.

(10) The letters patent or supplementary letters patent of a
company may withhold any of the powers set out in subsection 7,
8 or 9.

(11) Where the letters patent or supplementary letters patent
provide that the preference shares may be purchased for cancella-
tion by the company, the company may purchase some or all of
such shares at the lowest price at which, in the opinion of the directors, such shares are obtainable, but not exceeding the amount paid up thereon; but, if the letters patent or supplementary letters patent so provide, a premium, unpaid dividends or other stated amount may be paid.

(12) Preference shares shall not be redeemed or purchased for cancellation by the company if the company is insolvent or if the redemption or purchase would render the company insolvent.

(13) Where preference shares are redeemed or purchased for cancellation by the company, they shall be thereby cancelled, and the authorized and the issued capital of the company shall be thereby decreased.

(14) Where preference shares are converted into the same or another number of shares of another class or classes, whether preference or common, the shares converted thereupon become the same in all respects as the shares of the class or classes respectively into which they are converted and the number of shares of each class affected by the conversion is changed accordingly.

(15) Where preference shares are converted into another class or other classes of shares, the issued capital of the company shall not be increased or decreased by the conversion.

(16) Subsections 1, 4, 7, 8, 9 and 11 do not apply to shares authorized before the 30th day of April, 1954. R.S.O. 1960, c. 71, s. 27 (8-16).

30.—(1) The letters patent or supplementary letters patent of a company may authorize the issue from time to time in one or more series of the preference shares of a class and may authorize the directors to fix from time to time before such issue the designation, preferences, rights, conditions, restrictions, limitations or prohibitions attaching to the shares of each series of such class.

(2) The shares of all series of the same class of preference shares shall carry the same voting rights or the same restrictions, conditions, limitations or prohibitions on the right to vote.

(3) Where any dividends or amounts payable on a repayment of capital are not paid in full, the shares of all series of the same class of preference shares shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and on any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full.
(4) No shares of any series of a class of preference shares shall be issued until supplementary letters patent have been issued setting forth the designation, preferences, rights, conditions, restrictions, limitations or prohibitions attaching to the shares of such series except in the case of the first series if such designation, preferences, rights, conditions, restrictions, limitations or prohibitions have been set forth in the letters patent or prior supplementary letters patent.

(5) The Lieutenant Governor may issue such supplementary letters patent on the application of the company authorized by a resolution of the directors fixing the designation, preferences, rights, conditions, restrictions, limitations or prohibitions attaching to the shares of such series and the filing with the Minister of evidence of the due compliance with the conditions, if any, contained in the letters patent or in any prior supplementary letters patent, precedent to the creation and issue of the shares of such series. R.S.O. 1960, c. 71, s. 28.

31.—(1) Subject to subsection 2 of section 29, every holder of a preference share or a common share is entitled to one vote for each preference share or each common share held by him at all meetings of the shareholders of the company, but this subsection does not apply to shares authorized before the 30th day of April, 1954.

(2) The letters patent or supplementary letters patent may provide for a greater number of votes for each share of a class or classes at all times or on the happening of a stated event. R.S.O. 1960, c. 71, s. 29.

32.—(1) Where the shares of a company are with par value, its issued capital shall be expressed in dollars, pounds, francs or other currency and is an amount equal to the total of the products of the number of issued shares of each class multiplied by the par value thereof.

(2) Where the shares of a company are without par value or where part of its shares are with par value and part are without par value, its issued capital shall be expressed in dollars, pounds, francs or other currency and is an amount equal to the total of the products of the number of issued shares of each class with par value multiplied by the par value thereof, together with the amount of the consideration for which the shares without par value from time to time outstanding were issued and together with such amounts as from time to time by by-law of the company may be transferred thereto.

(3) Nothing in subsection 2 affects the capital of a company in respect of shares without par value issued before the 30th day of April, 1954, if the letters patent or the supplementary letters
patent of the company provide that the capital is to be at least equal to the sum of the aggregate par value of all issued shares having par value plus a sum in dollars, pounds, francs or other currency in respect of every issued share without par value plus such amounts as from time to time by by-law of the company may be transferred thereto.

(4) Where before the 30th day of April, 1954, a company has set aside part of the consideration received upon the allotment and issue of shares without par value as distributable surplus, the amount of such distributable surplus does not form part of its issued capital. R.S.O. 1960, c. 71, s. 30.

33.—(1) In the absence of a provision to the contrary in the letters patent, supplementary letters patent or by-laws of the company, shares may be allotted and issued at such times and in such manner and to such persons or class of persons as the directors determine.

(2) Shares with par value shall not be allotted and issued as fully paid except for a consideration payable in cash at least equal to the product of the number of shares allotted and issued multiplied by the par value thereof or for a consideration payable directly or indirectly in property or past services which the directors in good faith determine by express resolution to be in all circumstances of the transaction the fair equivalent of such cash consideration.

(3) Shares without par value may be allotted and issued for such consideration as is fixed by the directors acting in good faith and in the best interests of the company.

(4) Shares without par value shall not be allotted and issued as fully paid except for the consideration fixed by the directors as aforesaid payable in cash to the total amount of the consideration so fixed or for a consideration payable directly or indirectly in property or past services which the directors in good faith determine by express resolution to be in all circumstances of the transaction the fair equivalent of such cash consideration.

(5) Shares allotted and issued in accordance with this section shall be fully paid and non-assessable upon receipt by the company of the consideration for the allotment and issue thereof, and upon such receipt the holders of such shares are not liable to the company or to its creditors in respect thereof. R.S.O. 1960, c. 71, s. 31.

34.—(1) The directors may pass by-laws for the payment of commissions to persons in consideration of their subscribing or agreeing to subscribe, whether absolutely or conditionally, for
shares in the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional for such shares, but no such commission shall exceed 25 per cent of the amount of the subscription.

(2) No by-law passed under subsection 1 is effective until it is confirmed by at least two-thirds of the votes cast at a general meeting of shareholders duly called for considering it.

(3) Except as provided in subsection 1, no company shall apply any of its shares or capital, either directly or indirectly, in payment of any commission, discount or allowance to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for shares of the company or procuring or agreeing to procure subscriptions, whether absolute or conditional, for such shares, whether the shares or capital is so applied by being added to the purchase money of any property acquired by the company or to the contract price of any work to be executed for the company, or is paid out of the nominal purchase money or contract price or otherwise. R.S.O. 1960, c. 71, s. 32.

35.—(1) A company may apply to the Lieutenant Governor for the issue of supplementary letters patent,

(a) extending, limiting or otherwise varying its objects;

(b) changing its name;

(c) increasing its authorized capital;

(d) decreasing,

(i) its authorized capital by cancelling issued or unissued shares with or without par value or by reducing the par value of issued or unissued shares, or

(ii) its issued capital, if it has shares without par value,

and, where it has more capital than it requires, authorizing the repayment of capital to the shareholders to the extent that the issued capital is decreased in any way under this clause;

(e) redividing its authorized capital into shares of lesser or greater par value;

(f) consolidating or subdividing any of its shares without par value;

(g) changing any of its shares with par value into shares without par value;

(h) changing any of its shares without par value into shares with par value;
(i) reclassifying any shares with or without par value into shares of a different class;
(j) varying any provision in its letters patent or prior supplementary letters patent;
(k) providing for any other matter or thing in respect of which provision may be made in letters patent under this Act;
(l) converting it into a public company;
(m) making it subject to Part IV;
(n) making it not subject to Part IV;
(o) converting it into a private company;
(p) converting it into a corporation without share capital;
(q) converting it into a corporation, with or without share capital, subject to Part V;
(r) making it not subject to Part V.

(2) An application under clauses a to n of subsection 1 shall be authorized by a special resolution.

(3) An application under clauses o to r of subsection 1 shall be authorized by a resolution of the board of directors and confirmed in writing,

(a) by 100 per cent of the shareholders; or
(b) by at least 95 per cent of the shareholders holding at least 95 per cent of the issued capital,

but, in the case of confirmation under clause b, the application shall not be made until twenty-one days notice of the application has been given by sending the notice to each shareholder to his last address as shown on the books of the company and only if at the expiration of the twenty-one days none of the shareholders has dissented in writing to the company.

(4) If the application is to delete or vary a preference, right, condition, restriction, limitation or prohibition attaching to a class of preference shares or to create preference shares ranking in priority to or on a parity with an existing class of preference shares, then, subject to subsection 5 and in addition to the authorization required by subsection 2, the application shall not be made until the application has been authorized in writing,

(a) by 100 per cent of the holders of the shares of such class or classes of shares; or
(b) by at least 95 per cent of the holders of the shares of such class or classes of shares holding at least 95 per cent of the issued shares of such class or classes.
but, in the case of authorization under clause b, the application shall not be made until twenty-one days notice of the application has been given by sending the notice to each of the holders of shares of such class or classes to his last address as shown on the books of the company and only if at the expiration of twenty-one days none of the holders of such class or classes has dissented in writing to the company.

(5) If the letters patent or supplementary letters patent so provide, the authorization required by subsection 4 may be given by at least two-thirds of the votes cast at a meeting of the holders of such class or classes of shares duly called for that purpose.

(6) Where letters patent or supplementary letters patent issued before the 30th day of April, 1954, provide for an authorization for an application for supplementary letters patent to delete or vary a preference, right, condition, restriction, limitation or prohibition attaching to preference shares or to create preference shares ranking in priority to or on a parity with an existing class of preference shares, such authorization is effective, and subsections 4 and 5 do not apply.

(7) An application under subsection 1 may be made only within six months after the resolution has been confirmed by the shareholders.

(8) Subsection 4 does not apply to an arrangement under section 113.

(9) This section does not apply to a company incorporated by special Act, except that a company incorporated by special Act may apply under this section for the issue of supplementary letters patent changing its name. R.S.O. 1960, c. 71, s. 33.

36. On an application for supplementary letters patent decreasing authorized or issued capital, the company shall establish to the satisfaction of the Minister that after the decrease the company will be solvent and, if required by the Minister, shall establish to his satisfaction that there are no creditors who object to the application. R.S.O. 1960, c. 71, s. 34.

37. Where issued shares without par value are cancelled, the issued capital is thereby decreased by an amount equal to the total of the products of the average consideration for which the shares of each such class were issued multiplied by the number of shares cancelled of each such class, respectively. R.S.O. 1960, c. 71, s. 35.
38.—(1) On a decrease of the issued capital of a company by supplementary letters patent, each person who was a shareholder on the date of the supplementary letters patent is individually liable to the creditors of the company for the debts due on that date to an amount not exceeding the amount of the repayment to him or reduction of his liability, or both, as the case may be.

(2) A person is not liable under subsection 1,

(a) unless the company has been sued for the debt within six months after the date of the supplementary letters patent and execution has been returned unsatisfied in whole or in part; and

(b) unless he is sued for the debt within two years from the date of the supplementary letters patent.

(3) After execution has been so returned, the amount due on the execution, not exceeding the amount of the repayment to the person or the reduction of his liability, is the amount recoverable against such person.

(4) Where it is made to appear that there are numerous shareholders who may be liable under this section, the court may permit an action to be brought against one or more of them as representatives of the class and, if the plaintiff establishes his claim as creditor, may make an order of reference and add as parties in the Master’s office all such shareholders as may be found, and the Master shall determine the amount that each should contribute towards the plaintiff’s claim and may direct payment of the sums so determined.

(5) No person holding shares as executor, administrator, committee of a mentally incompetent person, guardian or trustee, who is registered on the books of the company as a shareholder and therein described as representing in any such capacity a named estate, person or trust, is personally liable under this section, but the estate, person or trust is subject to all liabilities imposed by this section. R.S.O. 1960, c. 71, s. 36.

39.—(1) A person entitled to a fraction of a share is not entitled to be registered on the books of the company in respect thereof or to receive a share certificate therefor, but he is entitled to receive a bearer fractional certificate in respect of such fraction and, on presentation at the head office of the company, or at a place designated by the company, of bearer fractional certificates for fractions that together represent a whole share, a share certificate for a whole share shall be issued in exchange therefor and the person in whose name such certificate is issued shall be registered on the books of the company as the holder of such share.
(2) Such a bearer fractional certificate is transferable by delivery.

(3) For the purpose of consolidating fractions of shares into whole shares, a company may purchase fractions of shares and, if it does so, it shall sell forthwith the whole shares resulting from the consolidation. R.S.O. 1960, c. 71, s. 37.

40. The shares of a company shall be deemed to be personal estate. R.S.O. 1960, c. 71, s. 38.

41.—(1) The shares of a company are transferable on the books of the company subject to such conditions and restrictions as this Act, the special Act, the letters patent or supplementary letters patent prescribe.

(2) Subject to subsection 3, no by-law shall be passed that in any way restricts the right of a holder of fully-paid shares to transfer them, but by-laws may be passed regulating the method of their transfer.

(3) Except in the case of shares listed on a recognized stock exchange, where the letters patent, supplementary letters patent or by-laws so provide, the directors may refuse to permit the registration of a transfer of fully-paid shares registered in the name of a shareholder who is indebted to the company. R.S.O. 1960, c. 71, s. 39.

42. Every company shall cause to be kept a register of transfers in which all transfers of shares and the date and other particulars of each transfer shall be set out. R.S.O. 1960, c. 71, s. 40.

43. A company may appoint a transfer agent to keep the register of shareholders and the register of transfers and may also appoint one or more branch transfer agents to keep branch registers of shareholders and branch registers of transfers. R.S.O. 1960, c. 71, s. 41.

44.—(1) The register of shareholders and the register of transfers shall be kept at the head office of the company or at such other office or place in Ontario as is appointed by resolution of the directors, and the branch register or registers of shareholders and the branch register or registers of transfers may be kept at such office or offices of the company or other place or places, either in or outside Ontario, as are appointed by resolution of the directors.

(2) Registration of the transfer of a share of the company in the register of transfers or a branch register of transfers is a complete and valid registration for all purposes.
(3) In each branch register of transfers shall be recorded only the particulars of the transfers of shares registered in that branch register of transfers.

(4) Particulars of every transfer of shares registered in every branch register of transfers shall be recorded in the register of transfers.

(5) The directors of a company may by resolution close the register of transfers and the branch register or registers of transfers, if any, for a period of time not exceeding forty-eight hours, exclusive of Saturdays and holidays, immediately preceding any meeting of the shareholders, and notice of every such closing shall be given in a newspaper published in the place where the register of transfers is kept and in a newspaper published in each place in which a branch register of transfers is kept. R.S.O. 1960, c. 71, s. 42.

45.—(1) Every shareholder is entitled to a share certificate in respect of the shares held by him, signed by the proper officers in accordance with the company’s by-laws in that regard, but the company is not bound to issue more than one share certificate in respect of a share or shares held jointly by several persons and delivery of a share certificate to one of several joint shareholders is sufficient delivery to all.

(2) A share certificate is prima facie evidence of the title of the shareholder to the shares represented thereby.

(3) A company may charge a fee of not more than 50 cents for every share certificate issued, except that, in the case of the allotment and issue of shares, no fee shall be charged. R.S.O. 1960, c. 71, s. 43.

46. Where a share certificate is defaced, destroyed or lost, a new certificate may be issued in its place on payment of such fee, if any, not exceeding $1 and on such terms, if any, as to evidence and indemnity as the directors determine. R.S.O. 1960, c. 71, s. 44.

47.—(1) Every share certificate,

(a) shall bear upon its face the name of the company, the words "Incorporated in the Province of Ontario" or words of like effect and a statement of its authorized capital; and

(b) shall state the number and class of shares represented thereby and whether the shares are with par value or without par value and, if partly paid, the amount paid up thereon or that the shares are fully paid, as the case may be; and
(c) if it represents preference shares, shall state thereon in legible characters the preferences, rights, conditions, restrictions, limitations or prohibitions attaching to the class of preference shares to which it belongs; and

(d) if it represents shares of a private company, shall bear upon its face the words "Private Company".

(2) Where some but not all of the preference shares of a class are converted, redeemed or purchased for cancellation, it is unnecessary for the company to change the statement of its authorized capital on its share certificates. R.S.O. 1960, c. 71, s. 45.

48. A share certificate shall be signed manually by at least one officer of the company or by or on behalf of a transfer agent or branch transfer agent of the company, and the company may by by-law provide that any additional signatures required on share certificates may be printed, engraved, lithographed or otherwise mechanically reproduced thereon, and in such event share certificates so signed are as valid as if they had been signed manually. R.S.O. 1960, c. 71, s. 46.

49.—(1) A company is not bound to see to the execution of any trust, whether express, implied or constructive, in respect of any share.

(2) The receipt of the shareholder in whose name the share is registered on the books of the company is a valid and binding discharge to the company for any payment made in respect of such share whether notice of such trust has been given to the company or not.

(3) The company is not bound to see to the application of the money paid upon such receipt.

(4) The written authorization of an executor, administrator, committee of a mentally incompetent person, guardian or trustee who is registered on the books of the company as holding shares in any such capacity is sufficient justification for the company to register a transfer of such shares, including a transfer into the name of such executor, administrator, committee of a mentally incompetent person, guardian or trustee absolutely. R.S.O. 1960, c. 71, s. 47.

50.—(1) A public company, if so authorized by its letters patent or supplementary letters patent and subject to the provisions respecting share warrants therein contained, may, with respect to any fully-paid shares, issue under the seal of the company a share warrant stating that the bearer of it is entitled to the share or shares therein specified, and may provide, by coupons or otherwise, for the payment of future dividends on the share or shares specified in the share warrant.
(2) On the issue of a share warrant, the company shall remove from its books the name of the shareholder then entered thereon as holding such share or shares as if he had ceased to be a shareholder and shall enter in such books the following particulars:

1. The fact of the issue of the share warrant.
2. A statement of the shares specified in the share warrant.
3. The date of the issue of the share warrant.

(3) A share warrant entitles the bearer thereof to the shares therein specified and the shares may be transferred by delivery of the warrant.

(4) The bearer of a share warrant shall be deemed to be a shareholder of the company, except that he is not entitled to receive notice of meetings or a copy of any financial statement or auditor's report and is not qualified in respect of shares specified in the share warrant to be a director of the company.

(5) Upon presentation of a share warrant at a meeting of shareholders, its bearer is entitled to attend the meeting and vote the shares specified in it.

(6) For the purpose of subsection 5, the expression "share warrant" includes a certificate or other document satisfactory to the company to the effect that its bearer is the holder of a share warrant in respect of the shares specified in the certificate or other document.

(7) The bearer of a share warrant is, subject to the provisions respecting share warrants contained in the letters patent or supplementary letters patent, entitled, on surrendering it for cancellation, to have the shares specified in it registered in his name on the books of the company, and the company is responsible for any loss incurred by any person by reason of the company entering on its books the name of the bearer of a share warrant in respect of the shares specified in it without the warrant being surrendered and cancelled.

(8) Upon the surrender of a share warrant for cancellation, the date of the surrender shall be entered in the books of the company. R.S.O. 1960, c. 71, s. 48.

51.—(1) No transfer of shares, unless made by sale under an execution or under a decree, order or judgment of a court of competent jurisdiction, is valid for any purpose whatsoever until registration thereof has been duly made in the register of transfers or in a branch register of transfers of the company, save only as exhibiting the rights of the parties thereto towards each other and, if absolute, of rendering any transferee jointly and severally liable with the transferor to the company and to its creditors.
(2) Notwithstanding subsection 1, where fully-paid shares are listed on a recognized stock exchange at the time of the delivery of a certificate for such shares with a duly executed instrument of transfer endorsed thereon or accompanying it, such delivery constitutes a valid transfer of the shares represented by such certificate, but, until registration of such transfer is duly made in the register of transfers or in a branch register of transfers of the company, the company may treat the person in whose name the shares represented by such certificate are registered on the books of the company as being solely entitled to receive notice of and vote at meetings of shareholders and receive any payments in respect of such shares whether by way of dividends or otherwise.

(3) A power of attorney contained in a duly executed instrument of transfer endorsed on or accompanying a share certificate delivered for value before the death of the transferor is not revoked by the death of the transferor but is valid and effectual subject to the conditions or restrictions, if any, contained therein. R.S.O. 1960, c. 71, s. 49.

52.—(1) The directors may refuse to permit the registration of a transfer of shares on the books of the company for the purpose of notifying the person registered thereon as owner of such shares of the application for such registration, and in that event the company shall forthwith give notice to such person of such application.

(2) The owner may within seven days after the giving of such notice lodge a caveat against the registration of the transfer and thereupon the registration of the transfer shall not be made for a period of forty-eight hours.

(3) If within one week after the giving of such notice or the expiration of such period of forty-eight hours, whichever last expires, no order of a competent court enjoining the registration of the transfer has been served upon the company, the transfer may be registered.

(4) Where a transfer of shares is registered after the proceedings mentioned in this section, the company is not liable in respect of such shares to a person whose rights are purported to be transferred, but nothing in this subsection prejudices any claim the transferor may have against the transferee. R.S.O. 1960, c. 71, s. 50.

53.—(1) No registration of a transfer of shares that are not fully paid shall be made without the consent of the directors and of the transferee and, subject to subsection 4, where such registration is made with the consent of the directors, the transferor is not liable to the company or to its creditors for the amount unpaid on such shares.
Directors’ liability

(2) Subject to subsection 3, where registration is made with the consent of the directors of a transfer of shares that are not fully paid to a person whom the directors have reason to believe is not of sufficient means to pay fully for such shares, the directors are jointly and severally liable to the company and to its creditors in the same manner and to the same extent as the transferor would have been liable if the registration had not been made.

Relief from liability

(3) If a director, present when such consent to registration is given, forthwith, or, if a director then absent, within seven days after he becomes aware of such consent, delivers to an officer of the company his written protest against such consent and, within seven days after delivery of such protest, sends a copy of such protest by registered mail to the Minister, such director thereby and not otherwise exonerates himself from liability under subsection 2.

Liability where call remains unpaid

(4) Where the transfer of a share upon which a call is unpaid is registered with the consent of the directors and of the transferee, the transferee is liable for the call to the same extent and with the same liability to forfeiture of the share, if the call remains unpaid, as if he had been the holder when the call was made, and the transferor also remains liable for the call until it is paid. R.S.O. 1960, c. 71, s. 51.

Transmission of deceased shareholder’s shares

54. Where upon the death of a holder of any shares or securities of a company a transmission thereof takes place to or title to or control thereof vests or is claimed to vest in any person, herein called “the successor”, then, subject to The Succession Duty Act, the company is justified in permitting or consenting to the registration thereof in the name of the successor on the company’s books or in paying the principal amount thereof or any dividend or interest thereon to the successor,

(a) if the successor claims by virtue of a grant of probate or letters of administration or other instrument issued or purporting to be issued by a court or other judicial authority in any jurisdiction, upon production of the same or an authenticated copy thereof or extract therefrom or a certificate of such grant under the seal of such court or other authority without any proof of the authenticity of such seal or other proof whatever and deposit of a copy thereof; or

(b) if the successor claims by virtue of the laws of any jurisdiction in which any such transmission or vesting of title or control takes place without a grant of probate or letters of administration or other court or judicial action, upon production and deposit of proof thereof in accordance with the laws of such jurisdiction and reasonable evidence of such laws; or
(c) if the net value of the estate of the deceased holder is less than $1,500 or if the market value of the shares or securities is less than $300, upon proof thereof to the reasonable satisfaction of the company,

together with, in any such event, production and deposit by the successor of a sworn statement showing the nature of the transmission or vesting of title or control, as the case may be. R.S.O. 1960, c. 71, s. 52.

55. — (1) The directors may by resolution call in and by notice thereof in writing demand from the shareholders the whole or any part of the amount unpaid on shares held by them at such times and places and in such payments or instalments as this Act, the special Act, the letters patent, the supplementary letters patent, the by-laws or the terms of allotment and issue of such shares require or allow.

(2) The demand shall state that, in the event of the call not being paid in accordance with the demand, the shares in respect of which the call was made will be liable to be forfeited.

(3) If a shareholder fails to pay a call due by him on or before the day appointed for the payment thereof, he is liable to pay interest on the amount thereof at the rate of 5 per cent per annum from the day appointed for payment to the time of payment.

(4) In the event of the call not being paid in accordance with the demand, the directors may forfeit any shares on which the call is not paid.

(5) Any forfeited shares become the property of the company upon the forfeiture, and, subject to its by-laws, may be sold.

(6) Notwithstanding such forfeiture, the holder of such shares at the time of forfeiture continues liable to the company and to its creditors for the full amount unpaid on such shares at the time of forfeiture, less any sums that are subsequently received by the company in respect thereof.

(7) Where the company receives on the sale of forfeited shares an amount in excess of the amount then unpaid on such shares, the excess amount shall be paid to the person whose shares were forfeited.

(8) The directors may, instead of forfeiting any shares, enforce payment of all calls and interest thereon by action in a court of competent jurisdiction. R.S.O. 1960, c. 71, s. 53.

56. The directors may receive at any time from a shareholder all or any part of the moneys uncalled and unpaid upon shares held by him. R.S.O. 1960, c. 71, s. 54.
57.—(1) A shareholder shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the company beyond the amount unpaid on his shares.

(2) A shareholder, until the whole amount has been paid up on his shares, is liable to the creditors of the company to an amount equal to that unpaid thereon, but he is not liable to an action therefor by a creditor until an execution at the suit of the creditor against the company has been returned unsatisfied in whole or in part.

(3) The amount due on such execution, not exceeding the amount unpaid on his shares, is the amount recoverable from such shareholder and, when so recovered, shall be considered as paid on his shares.

(4) A shareholder may plead by way of defence, in whole or in part, to any such action by a creditor any set-off that he could set up against the company except a claim for unpaid dividends or a salary or allowance as a director or officer of the company. R.S.O. 1960, c. 71, s. 55.

58.—(1) No executor, administrator, committee of a mentally incompetent person, guardian or trustee who is registered on the books of the company as a shareholder and therein described as representing in any such capacity a named estate, person or trust is personally liable in respect of the shares that he so represents.

(2) The estate, person or trust so represented is liable as if the testator, intestate, mentally incompetent person, ward or cestui que trust were registered on the books of the company as the holder of the shares.

(3) If the testator, intestate, mentally incompetent person, ward or cestui que trust so represented is not named on the books of the company, the executor, administrator, committee, guardian or trustee is personally liable in respect of such shares as if he held them in his own name as owner thereof. R.S.O. 1960, c. 71, s. 56.

59.—(1) The word "mortgagee", as used in subsection 2, includes a trustee for holders of securities.

(2) No mortgagee of a share of a company and no person holding such a share as collateral security who is registered on the books of the company as the holder of such share and therein described as representing in either of such capacities a named mortgagor or person giving such collateral security is personally liable in respect of such share that he so represents, but the
mortgagor or other person giving such collateral security is liable as if he were registered on the books of the company as the holder of such share. R.S.O. 1960, c. 71, s. 57.

60.—(1) The directors may pass by-laws,

(a) for borrowing money on the credit of the company; or

(b) for issuing, selling or pledging securities of the company; or

(c) for charging, mortgaging, hypothecating or pledging all or any of the real or personal property of the company, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the company. R.S.O. 1960, c. 71, s. 58 (1).

(2) The expression "property of the company" in subsection 1 and in every predecessor thereof includes and has included always both present and future property of the company. 1961-62, c. 21, s. 3.

(3) No by-law passed under subsection 1 is effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of shareholders duly called for considering it. R.S.O. 1960, c. 71, s. 58 (2).

61. A condition contained in a security or in a deed for securing a security is not invalid by reason only that the security is thereby made irredeemable or redeemable only on the happening of a contingency, however remote, or on the expiration of a period, however long. R.S.O. 1960, c. 71, s. 59.

62.—(1) A duplicate original, or a copy certified under the seal of the company, of any charge, mortgage or other instrument of hypothecation or pledge made by the company to secure its securities shall be filed forthwith in the office of the Minister.

(2) Subsection 1 does not apply to a charge or mortgage filed with the Minister under The Corporation Securities Registration Act or any other Act. R.S.O. 1970, c. 71, s. 60.

63.—(1) Subject to the special Act, letters patent or supplementary letters patent of the company, the directors may declare and the company may pay dividends on the issued shares of the company.

(2) A dividend may be paid in money or in specie or in kind not exceeding in value the amount of the dividend.
When dividend not to be declared

(3) The directors shall not declare and the company shall not pay any dividend or bonus when the company is insolvent, or any dividend or bonus the payment of which renders the company insolvent or that diminishes its capital, and, if any dividend or bonus is declared and paid contrary to this subsection, the directors are jointly and severally liable to the company for the amount of the dividend so declared and paid or such part thereof as renders the company insolvent or diminishes its capital.

Relief from liability

(4) If a director, present when any such dividend or bonus is declared, forthwith, or, if a director then absent, within seven days after he becomes aware of such declaration, delivers to an officer of the company his written protest against such declaration and, within seven days after delivery of such protest, sends a copy of such protest by registered mail to the Minister, such director thereby and not otherwise exonerates himself from liability under subsection 3.

Companies with wasting assets

(5) Nothing in this section prevents a mining company or a company whose assets are of a wasting character, or a company incorporated for the object of acquiring and administering the assets or a substantial part of the assets of another corporation, either from such corporation or from the assign of such corporation, for the purpose of converting such assets into money and distributing the money among the shareholders of the company, from declaring and paying dividends out of funds derived from the operations of the company.

Extent of impairment of capital

(6) The powers conferred by subsection 5 may be exercised notwithstanding that the value of the net assets of the company may be thereby reduced to less than the issued capital of the company if the payment of the dividends does not reduce the value of its remaining assets to an amount insufficient to meet all the liabilities of the company exclusive of its issued capital.

Where confirmed by-law required

(7) Subject to subsection 8, the powers conferred by subsection 5 may be exercised only under the authority of a by-law passed by the directors and confirmed by at least two-thirds of the votes cast at a general meeting of the shareholders duly called for considering it.

Idem

(8) Where dividends have been paid by a company in any of the cases mentioned in subsection 5 without the authority of a by-law, the payment thereof is nevertheless valid if a by-law adopting and approving the payment is passed by the directors and confirmed by the shareholders in the manner mentioned in subsection 7. R.S.O. 1960, c. 71, s. 61.

Stock dividends

64. For the amount of any dividend that the directors may declare payable in money, they may declare a stock dividend and issue therefor shares of the company as fully paid or may credit
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the amount of such dividend on shares of the company already issued but not fully paid, and the liability of the holders of such shares shall be reduced by the amount of such dividend. R.S.O. 1960, c. 71, s. 62.

65. The directors, upon declaring a dividend, may direct that no transfer of shares shall be registered on the books of the company for a stated period, not exceeding two weeks, immediately preceding the payment of the dividend, and payment thereof shall be made to the shareholders of record on the date of closing the books. R.S.O. 1960, c. 71, s. 63.

66.—(1) The letters patent, supplementary letters patent or by-laws of a company may provide that every shareholder entitled to vote at an election of directors has the right to cast thereat a number of votes equal to the number of votes attached to the shares held by him multiplied by the number of directors to be elected, and he may cast all such votes in favour of one candidate or distribute them among the candidates in such manner as he sees fit, and that, where he has voted for more than one candidate without specifying the distribution of his votes among such candidates he shall be deemed to have divided his votes equally among the candidates for whom he voted.

(2) This section does not apply to companies to which Part V applies or to companies to which The Credit Unions Act applies. R.S.O. 1960, c. 71, s. 64.

67. Where the letters patent, supplementary letters patent or by-laws of a company provide for the election of directors by cumulative voting under section 66, the letters patent, supplementary letters patent or by-laws may provide that the shareholders may, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term, but that no director shall be removed where the votes cast against the resolution for his removal would, if cumulatively voted at an election of the full board of directors, be sufficient to elect one or more directors. R.S.O. 1960, c. 71, s. 65.

68.—(1) Where the letters patent, supplementary letters patent or by-laws of a company do not provide for cumulative voting under section 66, the letters patent, supplementary letters patent or by-laws may provide that the shareholders may, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass
such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

Exception

(2) Subsection 1 does not affect the operation of any provision respecting the removal of directors in the letters patent or supplementary letters patent of a company issued before the 30th day of April, 1954. R.S.O. 1960, c. 71, s. 66.

By-laws

69.—(1) The directors may pass by-laws not contrary to this Act or to the letters patent or supplementary letters patent to regulate,

(a) the allotment and issue of shares, the making of calls thereon, the payment thereof, the issue of share certificates, the forfeiture of shares for non-payment, the sale of forfeited shares, the transfer and the registration of transfers of shares;

(b) the declaration and payment of dividends;

(c) the qualification and remuneration of the directors;

(d) the time for and the manner of election of directors;

(e) the appointment, remuneration, functions, duties and removal of agents, officers and employees of the company and the security, if any, to be given by them to it;

(f) the time and place and the notice to be given for the holding of meetings of the shareholders and of the board of directors, the quorum at meetings of shareholders, the requirements as to proxies, and the procedure in all things at shareholders' meetings and at meetings of the board of directors;

(g) the conduct in all other particulars of the affairs of the company.

Confirmation

(2) A by-law passed under subsection 1 and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the shareholders duly called for that purpose, is effective only until the next annual meeting of the shareholders unless confirmed thereat and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a general meeting of the shareholders.

Rejection, etc.

(3) The shareholders may at the general meeting or the annual meeting mentioned in subsection 2 confirm, reject, amend or otherwise deal with any by-law passed by the directors and submitted to the meeting for confirmation, but no act done or right acquired under any such by-law shall be prejudicially affected by any such rejection, amendment or other dealing. R.S.O. 1960, c. 71, s. 67.
70. No by-law for the payment of the president as president or of any director as a director is effective until it has been confirmed at a general meeting of the shareholders duly called for that purpose. R.S.O. 1960, c. 71, s. 68.

71.—(1) Where the number of directors on the board of directors of a company is more than six, the directors may pass a by-law authorizing them to elect from among their number an executive committee consisting of not fewer than three and to delegate to the executive committee any powers of the board, subject to the restrictions, if any, contained in the by-law or imposed from time to time by the directors.

(2) The by-law is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of the shareholders duly called for that purpose.

(3) An executive committee may fix its quorum at not less than a majority of its members. R.S.O. 1960, c. 71, s. 69.

72.—(1) Every director of a company who is in any way directly or indirectly interested in a proposed contract or a contract with the company shall declare his interest at a meeting of the directors of the company.

(2) In the case of a proposed contract, the declaration required by this section shall be made at the meeting of the directors at which the question of entering into the contract is first taken into consideration or, if the director is not at the date of that meeting interested in the proposed contract, at the next meeting of the directors held after he becomes so interested, and, in a case where the director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the directors held after he becomes so interested.

(3) For the purposes of this section, a general notice given to the directors of a company by a director to the effect that he is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective unless it is given at a meeting of the directors or the director takes reasonable steps to ensure that it is brought up and read at the next meeting of the directors after it is given.

(4) If a director has made a declaration of his interest in a proposed contract or contract in compliance with this section and has not voted in respect of the contract, he is not accountable to the company or to any of its shareholders or creditors for any
profit realized from the contract, and the contract is not voidable by reason only of his holding that office or of the fiduciary relationship established thereby.

(5) Notwithstanding anything in this section, a director is not accountable to the company or to any of its shareholders or creditors for any profit realized from such contract and the contract is not by reason only of his interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the shareholders duly called for that purpose and if his interest in the contract is declared in the notice calling the meeting.

(6) If a director is liable in respect of profit realized from any such contract and the contract is by reason only of his interest therein voidable, he is guilty of an offence and on summary conviction is liable to a fine of not more than $200. R.S.O. 1960, c. 71, s. 70.

73.—(1) In this section and in sections 74 to 79,

(a) “affiliate” means an affiliated company within the meaning of subsection 3 of section 107;

(b) “associate”, where used to indicate a relationship with any person, means,

(i) any company of which such person beneficially owns, directly or indirectly, equity shares carrying more than 10 per cent of the voting rights attached to all equity shares of the company for the time being outstanding,

(ii) any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity, or

(iii) any relative or spouse of such person or any relative of such spouse who in any such case, has the same home as such person;

(e) “capital security” means any share of any class of shares of a company or any bond, debenture, note or other obligation of a company, whether secured or unsecured;

(d) “equity share” means any share of any class of shares of a company carrying voting rights under all circumstances and any share of any class of shares carrying voting rights by reason of the occurrence of any contingency that has occurred and is continuing;

(e) “insider” or “insider of a company” means,

(i) any director or senior officer of a public company that has fifteen or more shareholders, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder,
(ii) any person who beneficially owns, directly or indirectly, equity shares of such a company carrying more than 10 per cent of the voting rights attached to all equity shares of the company for the time being outstanding, provided that in computing the percentage of voting rights attached to equity shares owned by an underwriter there shall be excluded any equity shares that have been acquired by him as underwriter in the course of distribution to the public of such shares, but such exclusion ceases to have effect on completion or cessation of the distribution to the public by him, or

(iii) any person who exercises control or direction over the equity shares of such a company carrying more than 10 per cent of the voting rights attached to all equity shares of the company for the time being outstanding;

(f) "senior officer" means,

(i) the chairman or any vice-chairman of the board of directors, the president, any vice-president, the secretary, the treasurer or the general manager of a company or any other individual who performs functions for the company similar to those normally performed by an individual occupying any such office, and

(ii) each of the five highest paid employees of a company, including any individual referred to in sub-clause i;

(g) "underwriter" has the same meaning as in The Securities Act. 1966, c. 28, s. 3, part; 1968, c. 19, s. 1; 1968-69, c. 426 c. 16, s. 3.

(2) For the purposes of this section and sections 74 to 79, "Insider" means,

(a) every director or senior officer of a company that is itself an insider of another company shall be deemed to be an insider of such other company;

(b) an individual shall be deemed to own beneficially capital securities beneficially owned by a company controlled by him or by an affiliate of such company;

(c) a company shall be deemed to own beneficially capital securities beneficially owned by its affiliates; and

(d) the acquisition or disposition by an insider of a put, call or other transferable option with respect to a capital security shall be deemed a change in the beneficial ownership of the capital security to which such transferable option relates. 1966, c. 28, s. 3, part.
74.—(1) A person who becomes an insider of a company shall, within ten days after the end of the month in which he becomes an insider, file with the Commission a report, as of the day on which he became an insider, of his direct or indirect beneficial ownership of or control or direction over capital securities of the company.

(2) If a person who is an insider of a company, but has no direct or indirect beneficial ownership of or control or direction over capital securities of the company, acquires direct or indirect beneficial ownership of or control or direction over any such securities, he shall, within ten days after the end of the month in which he acquired such direct or indirect beneficial ownership or such control or direction, file with the Commission a report, as of the date of such acquisition, of his direct or indirect beneficial ownership of or control or direction over capital securities of the company. 1968, c. 19, s. 2 (2), part.

(3) A person who has filed or is required to file a report under this section or any predecessor thereof and whose direct or indirect beneficial ownership of or control or direction over capital securities of the company changes from that shown or required to be shown in such report or in the last report filed by him under this subsection shall, within ten days following the end of the month in which such change takes place, provided that he was an insider of the company at any time during such month, file with the Commission a report of his direct or indirect beneficial ownership of or his control or direction over capital securities of the company at the end of such month and the change or changes therein that occurred during the month, and giving such details of each transaction as may be required by the regulations made under section 79. 1968, c. 19, s. 2 (2), part, amended.

75.—(1) All reports filed with the Commission under section 74 or any predecessor thereof shall be open to public inspection at the offices of the Commission during normal business hours of the Commission, and any person may make extracts from such reports. 1966, c. 28, s. 3, part, amended.

(2) The Commission shall summarize in or as part of a monthly periodical for distribution to the public on payment of a reasonable fee therefor the information contained in the reports so filed. 1966, c. 28, s. 3, part.

76.—(1) Every person who is required to file a report under section 74 or any predecessor thereof and who fails so to do is guilty of an offence and on summary conviction is liable to a fine of not more than $1,000, and, where such person is a company, every director or officer of such company who authorized, permitted or acquiesced in such failure is also guilty of an offence and on summary conviction is liable to a like fine.
(2) Every person who files a report under section 74 or any predecessor thereof that is false or misleading by reason of the misstatement or omission of a material fact is guilty of an offence and on summary conviction is liable to a fine of not more than $1,000, and, where such person is a company, every director or officer of such company who authorized, permitted or acquiesced in the filing of such false or misleading report is also guilty of an offence and on summary conviction is liable to a like fine. 1966, c. 28, s. 3, part, amended.

(3) No person is guilty of an offence under subsection 2 if he did not know and in the exercise of reasonable diligence could not have known that the report was false or misleading by reason of the misstatement or omission of a material fact.

(4) No prosecution shall be brought under subsection 1 or 2 without the consent of the Commission. 1966, c. 28, s. 3, part.

77.—(1) Every insider of a company or associate or affiliate of such insider, who, in connection with a transaction relating to the capital securities of the company, makes use of any specific confidential information for his own benefit or advantage that, if generally known, might reasonably be expected to affect materially the value of such securities, is liable to compensate any person for any direct loss suffered by such person as a result of such transaction, unless such information was known or ought reasonably to have been known to such person at the time of such transaction, and is also accountable to the company for any direct benefit or advantage received or receivable by such insider, associate or affiliate, as the case may be, as a result of such transaction.

(2) An action to enforce any right created by subsection 1 may be commenced only within two years after the date of completion of the transaction that gave rise to the cause of action. 1966, c. 28, s. 3, part.

78.—(1) Upon application by any person who was at the time of a transaction referred to in subsection 1 of section 77 or is at the time of the application an owner of capital securities of the company, a judge of the High Court designated by the Chief Justice of the High Court may, if satisfied that,

(a) such person has reasonable grounds for believing that the company has a cause of action under section 77; and

(b) either,

(i) the company has refused or failed to commence an action under section 77 within sixty days after receipt of a written request from such person so to do, or
(ii) the company has failed to prosecute diligently an action commenced by it under section 77,

make an order, upon such terms as to security for costs and otherwise as to the judge seems fit, requiring the Commission to commence or continue an action in the name of and on behalf of the company to enforce the liability created by section 77.

(2) The company and the Commission shall be given notice of any application under subsection 1 and shall have the right to appear and be heard thereon.

(3) Every order made under subsection 1 shall provide that the company shall co-operate fully with the Commission in the institution and prosecution of such action and shall make available to the Commission all books, records, documents and other material or information known to the company or reasonably ascertainable by the company relevant to such action. 1966, c. 28, s. 3, part.

(4) An appeal lies to the Court of Appeal from an order made under subsection 1. 1966, c. 28, s. 3, part.

79. The Lieutenant Governor in Council may make regulations,

(a) prescribing the form and content of the reports required to be filed under section 74;

(b) respecting any other matter necessary or advisable to carry out effectively the intent and purpose of sections 73 to 78. 1966, c. 28, s. 3, part.

80.—(1) Upon the application of any interested person, the Commission may, if satisfied upon the circumstances of the particular case that there is adequate justification for so doing, make an order upon such terms and conditions as seem to the Commission to be expedient exempting in whole or in part any person from the requirements of section 74.

(2) Section 5 of The Securities Act applies, so far as possible, to hearings of the Commission under this section. 1968, c. 19, s. 3, part.

(3) Any person who feels aggrieved by a decision of the Commission under this section may appeal the decision to the Supreme Court, and subsections 2 to 6 of section 29 of The Securities Act apply to the appeal. 1968, c. 19, s. 3, part, amended.

81. Every director of a company, and his heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the company, given at any meeting of the shareholders, from time to time and at all times, be indemnified
and saved harmless out of the funds of the company, from and against,

(a) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and

(b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default. R.S.O. 1960, c. 71, s. 72.

82.—(1) The directors of a company are jointly and severally liable to the clerks, labourers, servants, apprentices and other wage earners thereof for all debts due while they are directors for services performed for the company, not exceeding six months wages, and for the vacation pay accrued for not more than twelve months under The Employment Standards Act or any predecessor thereof and the regulations thereunder or under any collective agreement made by the company. R.S.O. 1960, c. 71, s. 73 (1), amended.

(2) A director is not liable under subsection 1,

(a) unless the company has been sued for the debt within six months after it has become due and execution has been returned unsatisfied in whole or in part, or the company has within that period gone into liquidation or has been ordered to be wound up or has made an authorized assignment under the Bankruptcy Act (Canada), or a receiving order under the Bankruptcy Act (Canada) has been made against it and the claim on the debt has been fully filed and proved; and

(b) unless he is sued for the debt while a director or within six months after he ceases to be a director.

(3) After execution has been so returned against the company, the amount recoverable against the director is the amount remaining unsatisfied on the execution.

(4) If the claim for the debt has been proved in liquidation or winding-up proceedings or under the Bankruptcy Act (Canada), a director who pays the debt is entitled to any preference that the creditor paid would have been entitled to or, if a judgment has been recovered for the debt, the director is entitled to an assignment of the judgment.
(5) No director holding shares as executor, administrator, committee of a mentally incompetent person, guardian or trustee who is registered on the books of the company as a shareholder and therein described as representing in any such capacity a named estate, person or trust is personally liable under this section, but the estate, person or trust is subject to all the liabilities imposed by this section. R.S.O. 1960, c. 71, s. 73 (2-5).

83.—(1) Subject to subsections 2 and 3, the meetings of the shareholders, the board of directors and the executive committee shall be held at the place where the head office of the company is situate.

(2) Where the by-laws of the company so provide, the meetings of the board of directors and of the executive committee may be held at any place in or outside Ontario and the meetings of the shareholders may be held at any place in Ontario.

(3) Where the letters patent or supplementary letters patent of the company so provide, the meetings of the shareholders may be held at one or more places outside Ontario designated therein.

(4) This section does not affect the operation of any provision in the letters patent or supplementary letters patent of a company issued before the 30th day of April, 1954, respecting the holding of the meetings of the shareholders at any place outside Ontario. R.S.O. 1960, c. 71, s. 74.

84. In this section and in sections 85 to 91,

(a) "form of proxy" means a written or printed form that, upon completion and execution by or on behalf of a shareholder, becomes a proxy;

(b) "information circular" means the circular referred to in subsection 1 of section 87;

(c) "proxy" means a completed and executed form of proxy by means of which a shareholder has appointed a person as his nominee to attend and act for him and on his behalf at a meeting of shareholders;

(d) "solicit" and "solicitation" include,
   (i) any request for a proxy whether or not accompanied by or included in a form of proxy,
   (ii) any request to execute or not to execute a form of proxy or to revoke a proxy,
   (iii) the sending or delivery of a form of proxy or other communication to a shareholder under circumstances reasonably calculated to result in the procurement, withholding or revocation of a proxy, and
(iv) the sending or delivery of a form of proxy to a shareholder pursuant to section 86,

but do not include,

(v) the sending or delivery of a form of proxy to a shareholder in response to an unsolicited request made by him or on his behalf, or

(vi) the performance by any person of ministerial acts or professional services on behalf of a person soliciting a proxy. 1966, c. 28, s. 4, part.

85.—(1) Every shareholder, including a shareholder that is a corporation, entitled to vote at a meeting of shareholders may by means of a proxy appoint a person, who need not be a shareholder, as his nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.

(2) A proxy shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date.

(3) In addition to the requirements, where applicable, of section 89, a proxy shall contain the date thereof and the appointment and name of the nominee and may contain a revocation of a former proxy and restrictions, limitations or instructions as to the manner in which the shares in respect of which the proxy is given are to be voted or that may be necessary to comply with the laws of any jurisdiction in which the shares of the company are listed on a stock exchange or a restriction or limitation as to the number of shares in respect of which the proxy is given.

(4) In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited either at the head office of the company at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used or with the chairman of such meeting on the day of the meeting, or adjournment thereof, and upon either of such deposits the proxy is revoked.

(5) The directors may by resolution fix a time not exceeding forty-eight hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of shareholders before which time proxies to be used at that meeting must be deposited with the company or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting or in the information circular relating thereto. 1966, c. 28, s. 4, part.
Mandatory solicitation of proxies

86.—(1) Subject to section 88, the management of a company shall, concurrently with or prior to giving notice of a meeting of shareholders of the company, send by prepaid mail to each shareholder who is entitled to vote at such meeting at his last address as shown on the books of the company a form of proxy for use at such meeting that complies with section 89.

(2) If the management of a company fails to comply with subsection 1, the company is guilty of an offence and on summary conviction is liable to a fine of not more than $1,000, and every director or officer of the company who authorized, permitted or acquiesced in such failure is also guilty of an offence and on summary conviction is liable to a like fine. 1966, c. 28, s. 4, part.

Information circular

87.—(1) Subject to subsection 2 and section 88, no person shall solicit proxies unless,

(a) in the case of a solicitation by or on behalf of the management of a company, an information circular, either as an appendix to or as a separate document accompanying the notice of the meeting, is sent by prepaid mail to each shareholder of the company whose proxy is solicited at his last address as shown on the books of the company; or

(b) in the case of any other solicitation, the person making the solicitation, concurrently with or prior thereto, delivers or sends an information circular to each shareholder of the company whose proxy is solicited.

(2) Subsection 1 does not apply to,

(a) any solicitation, otherwise than by or on behalf of the management of a company, where the total number of shareholders whose proxies are solicited is not more than fifteen, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder;

(b) any solicitation by a person made under section 80 of The Securities Act; and

(c) any solicitation by a person in respect of shares of which he is the beneficial owner.

(3) A person who fails to comply with subsection 1 is guilty of an offence and on summary conviction is liable to a fine of not more than $1,000, and, where such person is a company, every director or officer of such company who authorized, permitted or acquiesced in such failure is also guilty of an offence and on summary conviction is liable to a like fine.
(4) A person who effects a solicitation that is subject to this section by means of a form of proxy, information circular or other communication that contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement contained therein not misleading in the light of the circumstances in which it was made is guilty of an offence and on summary conviction is liable to a fine of not more than $1,000, and, where such person is a company, every director or officer of such company who authorized, permitted or acquiesced in such offence is also guilty of an offence and on summary conviction is liable to a like fine.

(5) No person is guilty of an offence under subsection 4 in respect of any untrue statement of a material fact or omission to state a material fact in a form of proxy or information circular, if the untruth of such statement or the fact of such omission was not known to the person who effected the solicitation and in the exercise of reasonable diligence could not have been known to such person. 1966, c. 28, s. 4, part.

88.—(1) Section 86 and subsection 1 of section 87 do not apply to a private company or to a public company that has fewer than fifteen shareholders, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder. 1966, c. 28, s. 4, part.

(2) Upon the application of any interested person, the Commission may, if satisfied that in the circumstances of the particular case there is adequate justification for so doing, make an order, on such terms and conditions as seem to the Commission to be just and expedient, exempting any person from the requirements, in whole or in part, of section 86 or of subsection 1 of section 87.

(3) Section 5 of The Securities Act applies, so far as possible, to hearings of the Commission under this section. 1968-69, c. 16, s. 5, part.

(4) Any person who feels aggrieved by a decision of the Commission under this section may appeal the decision to the Supreme Court, and subsections 2 to 6 of section 29 of The Securities Act apply to the appeal. 1968-69, c. 16, s. 5, part, amended.

39. Where section 86 or 87 is applicable to a solicitation of proxies,

(a) the form of proxy sent to a shareholder by a person soliciting proxies,

(i) shall indicate in bold-face type whether or not the proxy is solicited by or on behalf of the management of the company, and
(ii) shall provide a specifically designated blank space for dating the form of proxy;

(b) the form of proxy shall provide means whereby the person whose proxy is solicited is afforded an opportunity to specify that the shares registered in his name shall be voted by the nominee in favour of or against, in accordance with such person's choice, each matter or group of related matters identified therein or in the information circular as intended to be acted upon, other than the election of directors and the appointment of auditors, provided that a proxy may confer discretionary authority with respect to matters as to which a choice is not so specified by such means if the form of proxy or the information circular states in bold-face type how it is intended to vote the shares represented by the proxy in each such case;

(c) a proxy may confer discretionary authority with respect to,

(i) amendments or variations to matters identified in the notice of meeting, or

(ii) other matters which may properly come before the meeting,

provided that,

(iii) the person by whom or on whose behalf the solicitation is made is not aware a reasonable time prior to the time the solicitation is made that any such amendments, variations or other matters are to be presented for action at the meeting, and

(iv) a specific statement is made in the information circular or in the form of proxy that the proxy is conferring such discretionary authority;

(d) no proxy shall confer authority,

(i) to vote for the election of any person as a director of the company unless a bona fide proposed nominee for such election is named in the information circular, or

(ii) to vote at any meeting other than the meeting specified in the notice of meeting or any adjournment thereof;

(e) the information circular or form of proxy shall state that the shares represented by the proxy will be voted and that, where the person whose proxy is solicited specifies a choice with respect to any matter to be acted upon pursuant to clause b, the shares shall, subject to section 90, be voted in accordance with the specifications so made;
the information circular or form of proxy shall indicate in bold-face type that the shareholder has the right to appoint a person to attend and act for him and on his behalf at the meeting other than the person, if any, designated in the form of proxy, and shall contain instructions as to the manner in which the shareholder may exercise such right; and

if the form of proxy contains a designation of a named person as nominee, means shall be provided whereby the shareholder may designate in a form of proxy some other person as his nominee for the purpose of subsection 1 of section 85. 1966, c. 28, s. 4, part.

90. If the aggregate number of shares represented at a meeting by proxies required to be voted for or against a particular matter or group of matters carries, to the knowledge of the chairman of the meeting, less than 5 per cent of the voting rights attached to the shares entitled to vote and represented at the meeting, the chairman of the meeting has the right not to conduct a vote by way of ballot on any such matter or group of matters unless a poll is demanded at the meeting. 1966, c. 28, s. 4, part.

91. The Lieutenant Governor in Council may make such regulations respecting the form and content of an information circular as he considers necessary or appropriate in the public interest. 1966, c. 28, s. 4, part.

92. An executor, administrator, committee of a mentally incompetent person, guardian or trustee, and, where a corporation is such executor, administrator, committee, guardian or trustee of a testator, intestate, mentally incompetent person, ward or cestui que trust, any person duly appointed a proxy for such corporation, shall represent the shares in his hands at all meetings of the shareholders of the company and may vote accordingly as a shareholder, and every person who mortgages or hypothecates his shares may nevertheless represent the shares at all such meetings and may vote accordingly as a shareholder unless in the instrument creating the mortgage or hypothec he has expressly empowered the holder of such mortgage or hypothec to vote thereon, in which case only such holder or his proxy may vote in respect of such shares. R.S.O. 1960, c. 71, s. 77.

93. If shares are held jointly by two or more persons, any one of them present at a meeting of the shareholders of the company may, in the absence of the other or others, vote thereon, but, if more than one of them are present or represented by proxy, they shall vote together on the shares jointly held. R.S.O. 1960, c. 71, s. 78.
94.—(1) Subject to subsection 2 and in the absence of other provisions in that behalf in the by-laws of the company,

(a) notice of the time and place for holding a meeting of the shareholders shall, unless all the shareholders entitled to notice of the meeting have waived in writing the notice, be given by sending it to each shareholder entitled to notice of the meeting by prepaid mail ten days or more before the date of the meeting to his last address as shown on the books of the company;

(b) no shareholder in arrear in respect of any call is entitled to vote at a meeting;

(c) all questions proposed for the consideration of the shareholders at a meeting of shareholders shall be determined by the majority of the votes cast and the chairman presiding at the meeting has a second or casting vote in case of an equality of votes;

(d) the chairman presiding at a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the meeting from time to time and from place to place;

(e) the president or, in his absence, a vice-president who is a director shall preside as chairman at a meeting of shareholders, but, if there is no president or such a vice-president or if at a meeting neither of them is present within fifteen minutes after the time appointed for the holding of the meeting, the shareholders present shall choose a person from their number to be the chairman;

(f) unless a poll is demanded, an entry in the minutes of a meeting of shareholders to the effect that the chairman declared a motion to be carried is admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

(2) Except in the case of a company to which Part V applies, the by-laws of the company shall not provide for fewer than ten days notice of meetings of shareholders and shall not provide that notice may be given otherwise than individually.

(3) If a poll is demanded, it shall be taken in such manner as the by-laws prescribe, and, if the by-laws make no provision therefor, then as the chairman directs. R.S.O. 1960, c. 71, s. 79.

95.—(1) The shareholders of a company at their first general meeting shall appoint one or more auditors to hold office until the first annual meeting and, if the shareholders fail to do so, the directors shall forthwith make such appointment or appointments.
(2) The shareholders shall at each annual meeting appoint one or more auditors to hold office until the next annual meeting and, if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.

(3) The directors may fill any casual vacancy in the office of auditor, but, while such vacancy continues, the surviving or continuing auditor, if any, may act.

(4) The shareholders may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of his term of office, and shall by a majority of the votes cast at that meeting appoint another auditor in his stead for the remainder of his term.

(5) The remuneration of an auditor appointed by the shareholders shall be fixed by the shareholders, or by the directors if they are authorized so to do by the shareholders, and the remuneration of an auditor appointed by the directors shall be fixed by the directors.

(6) If for any reason no auditor is appointed, the Minister may, on the application of a shareholder, appoint one or more auditors for that year and fix the remuneration to be paid by the company for his or their services.

(7) Notice of the appointment of an auditor shall be given in writing to him forthwith after the appointment is made. R.S.O. 1960, c. 71, s. 80.

96.—(1) Except as provided in subsection 2, no person shall be appointed as auditor of a company who is a director, officer or employee of that company or an affiliated company or who is a partner, employer or employee of any such director, officer or employee. R.S.O. 1960, c. 71, s. 81 (1); 1962-63, c. 24, s. 2 (1).

(2) Upon the unanimous vote of the shareholders of a private company present or represented at the meeting at which the auditor is appointed, a director, officer or employee of that company or an affiliated company, or a partner, employer or employee of such director, officer or employee may be appointed as auditor of that company, if it is not a subsidiary company of a company incorporated by any legislative jurisdiction in Canada which is not a private company within the meaning of this Act. R.S.O. 1960, c. 71, s. 81 (2); 1962-63, c. 24, s. 2 (2).

(3) A person appointed as auditor under subsection 2 shall indicate in his report to the shareholders on the annual financial statement of the company that he is a director, officer or employee of the company or a partner, employer or employee of such director, officer or employee. R.S.O. 1960, c. 71, s. 81 (3); 1962-63, c. 24, s. 2 (3).
97.—(1) The auditor shall make such examination as will enable him to report to the shareholders as required under subsection 2. R.S.O. 1960, c. 71, s. 82 (1).

(2) The auditor shall make a report to the shareholders on the financial statement, other than the part thereof that relates to the period referred to in subclause ii of clause b of subsection 1 of section 98, to be laid before the company at any annual meeting during his term of office and shall state in his report whether in his opinion the financial statement referred to therein presents fairly the financial position of the company and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period. R.S.O. 1960, c. 71, s. 82 (2); 1964, c. 10, s. 2; 1966, c. 28, s. 6 (1).

(3) If the financial statement contains a statement of source and application of funds or a statement of changes in net assets, the auditor shall include in his report a statement whether in his opinion, in effect, the statement of source and application of funds or the statement of changes in net assets presents fairly the information shown therein. 1968, c. 19, s. 4.

(4) The auditor in his report shall make such statements as he considers necessary,

(a) if the company’s financial statement is not in agreement with its accounting records;

(b) if the company’s financial statement is not in accordance with the requirements of this Act;

(c) if he has not received all the information and explanations that he has required; or

(d) if proper accounting records have not been kept, so far as appears from his examination.

(5) The auditor of a company has right of access at all times to all records, documents, books, accounts and vouchers of the company and is entitled to require from the directors and officers of the company such information and explanation as in his opinion are necessary to enable him to report as required by subsection 2.

(6) The auditor of a company is entitled to attend any meeting of shareholders of the company and to receive all notices and other communications relating to any such meeting that a shareholder is entitled to receive and to be heard at any such meeting that he attends on any part of the business of the meeting that concerns him as auditor. R.S.O. 1960, c. 71, s. 82 (3-5).
98.—(1) The directors shall lay before each annual meeting of shareholders,
(a) in the case of a private company, a financial statement for the period that commenced on the date of incorporation and ended not more than six months before such annual meeting or, if the company has completed a financial year, that commenced immediately after the end of the last completed financial year and ended not more than six months before such annual meeting, as the case may be, made up of,
(i) a statement of profit and loss for such period,
(ii) a statement of surplus for such period, and
(iii) a balance sheet as at the end of such period;
(b) in the case of a public company, a comparative financial statement relating separately to,
(i) the period that commenced on the date of incorporation and ended not more than six months before such annual meeting or, if the company has completed a financial year, that commenced immediately after the end of the last completed financial year and ended not more than six months before such annual meeting, as the case may be, and
(ii) the period covered by the financial year next preceding such latest completed financial year, if any, made up of,
(iii) a statement of profit and loss for each period,
(iv) a statement of surplus for each period,
(v) in the case of a company that is a mutual fund company or investment company as defined in the regulations under The Securities Act, a statement of changes in net assets for each period,
(vi) in the case of a company other than one referred to in subclause v, a statement of source and application of funds for each period, and
(vii) a balance sheet as at the end of each period;
(c) the report of the auditor to the shareholders;
(d) such further information respecting the financial position of the company as the letters patent, supplementary letters patent or by-laws of the company require.  R.S.O. 1960, c. 71, s. 83 (1); 1966, c. 28, s. 7 (1); 1968, c. 19, s. 5 (1).

(2) It is not necessary to designate the statements referred to in subsection 1 as the statement of profit and loss, statement of surplus, statement of source and application of funds and balance sheet.  1966, c. 28, s. 7 (2).
The report of the auditor to the shareholders shall be read at the annual meeting and shall be open to inspection by any shareholder. R.S.O. 1960, c. 71, s. 83 (3).

Notwithstanding clause b of subsection 1, the financial statement referred to in such clause may relate only to the period that ended not more than six months before the annual meeting if the reason for the omission of the statement in respect of the period covered by the previous financial statement is set out in the financial statement to be laid before such meeting or by way of note thereto. 1966, c. 28, s. 7 (3), part.

Notwithstanding subclauses v and vi of clause b of subsection 1, the statement of changes in net assets and the statement of source and application of funds may be omitted if the reason for such omission is set out in the financial statement or by way of note thereto. 1966, c. 28, s. 7 (3), part; 1968, c. 19, s. 5 (2).

The statement of profit and loss to be laid before an annual meeting shall be drawn up so as to present fairly the results of the operations of the company for the period covered by the statement and so as to distinguish severally at least,

(a) in the case of a public company, sales or gross operating revenue;
(b) the operating profit or loss before including or providing for other items of income or expense that are required to be shown separately;
(c) income from investments in subsidiaries whose financial statements are not consolidated with those of the company;
(d) income from investments in affiliated companies other than subsidiaries;
(e) income from other investments;
(f) non-recurring profits and losses of significant amount including profits or losses on the disposal of capital assets and other items of a special nature to the extent that they are not shown separately in the statement of earned surplus;
(g) provision for depreciation or obsolescence or depletion;
(h) amounts written off for goodwill or amortization of any other intangible assets to the extent that they are not shown separately in the statement of earned surplus;
(i) interest on indebtedness initially incurred for a term of more than one year, including amortization of debt discount or premium and expense;
(j) taxes on income imposed by any taxing authority,
and shall show the net profit or loss for the financial period. R.S.O. 1960, c. 71, s. 84 (1); 1966, c. 28, s. 8 (1, 2).

(2) Notwithstanding subsection 1, items of the nature described in clauses g and h of subsection 1 may be shown by way of note to the statement of profit and loss. R.S.O. 1960, c. 71, s. 84 (2); 1966, c. 28, s. 8 (3).

(3) The statement of profit and loss of a mutual fund company or an investment company, as defined in the regulations made under The Securities Act, shall also distinguish the average net investment income per share and an item of this nature may be shown by way of note to the statement of profit and loss. 1968, c. 19, s. 6.

(4) A public company may apply to the Commission for an order permitting sales or gross operating revenue referred to in clause a of subsection 1 of this section or subclause i of clause c of subsection 1 of section 111 to be omitted from the statement of profit and loss or the interim financial statement, as the case may be, and the Commission may, on such terms and conditions as it may impose, permit such omission where it is satisfied that in the circumstances the disclosure of such information would be unduly detrimental to the interests of the company.

(5) Section 5 of The Securities Act applies, so far as possible, to hearings of the Commission under this section. 1968-69, c. 16, s. 6, part.

(6) Any person who feels aggrieved by a decision of the Appeal Commission under this section may appeal the decision to the Supreme Court, and subsections 2 to 6 of section 29 of The Securities Act apply to the appeal. 1968-69, c. 16, s. 6, part, amended.

100.—(1) The statement of surplus shall be drawn up so as to present fairly the transactions reflected in the statement and shall show separately a statement of contributed surplus and a statement of earned surplus.

(2) The statement of contributed surplus shall be drawn up so as to include and distinguish the following items:

1. The balance of such surplus at the end of the preceding financial period.

2. The additions to and deductions from such surplus during the financial period including,

(a) the amount of surplus arising from the issue of shares or the reorganization of the company’s issued capital, including inter alia,
(i) the amount of premiums received on the issue of shares at a premium,
(ii) the amount of surplus realized on the purchase for cancellation of shares; and
(b) donations of cash or other property by shareholders.

3. The balance of such surplus at the end of the financial period.

(3) The statement of earned surplus shall be drawn up so as to distinguish at least the following items:

1. The balance of such surplus at the end of the preceding financial period.

2. The additions to and deductions from such surplus during the financial period and without restricting the generality of the foregoing at least the following:
   i. The amount of the net profit or loss for the financial period.
   ii. The amount of dividends declared on each class of shares.
   iii. The amount transferred to or from reserves.

3. The balance of such surplus at the end of the financial period. R.S.O. 1960, c. 71, s. 85.

101. The statement of source and application of funds referred to in subclause vi of clause b of subsection 1 of section 98 and clause b of subsection 1 of section 111 shall be drawn up so as to present fairly the information shown therein for the period, and shall show separately at least,

(a) funds derived from,
   (i) current operations,
   (ii) sale of non-current assets, segregating investments, fixed assets and intangible assets,
   (iii) issue of securities or other indebtedness maturing more than one year after issue, and
   (iv) issue of shares; and

(b) funds applied to,
   (i) purchase of non-current assets, segregating investments, fixed assets and intangible assets,
   (ii) redemption or other retirement of securities or repayment of other indebtedness maturing more than one year after issue,
   (iii) redemption or other retirement of shares, and
   (iv) payment of dividends. 1966, c. 28, s. 9; 1968, c. 19, s. 7.
102.—(1) The statement of changes in net assets referred to in subclause v of clause b of subsection 1 of section 98 and clause d of subsection 1 of section 111 shall be drawn up so as to present fairly the information shown therein for the period and shall show separately at least,

(a) net assets at beginning of the period;
(b) net investment income or loss;
(c) aggregate proceeds on sale of portfolio investments;
(d) aggregate cost of portfolio investments owned at beginning of the period;
(e) aggregate cost of purchases of portfolio investments;
(f) aggregate cost of portfolio investments owned at end of the period;
(g) aggregate cost of portfolio investments sold;
(h) realized profit or loss on investments sold;
(i) distributions, showing separately the amount out of net investment income and out of realized profits;
(j) proceeds from shares issued;
(k) cost of shares redeemed;
(l) net increase or decrease in unrealized appreciation or depreciation of portfolio investments;
(m) net assets at end of the period;
(n) net asset value per share at end of the period;
(o) net asset value per share at beginning of the period;
(p) distribution per share out of net investment income;
(q) distribution per share out of realized profits.

(2) Notwithstanding subsection 1; items of the natures described in clauses n, o, p and q of subsection 1 may be shown by way of note to the statement of changes in net assets. 1968, c. 19, s. 8.

103.—(1) The balance sheet to be laid before an annual meeting shall be drawn up so as to present fairly the financial position of the company as at the date to which it is made up and so as to distinguish severally at least the following:

1. Cash.
2. Debts owing to the company from its directors, officers or shareholders, except debts of reasonable amount arising in the ordinary course of its business that are not overdue having regard to its ordinary terms of credit.
3. Debts owing to the company, whether on account of a loan or otherwise, from subsidiaries whose financial statements are not consolidated with those of the company.

4. Debts owing to the company, whether on account of a loan or otherwise, from affiliated companies other than subsidiaries.

5. Other debts owing to the company, segregating those that arose otherwise than in the ordinary course of its business.

6. Inventory, stating the basis of valuation.

7. Shares, bonds, debentures and other investments owned by the company, except those referred to in items 8 and 9, stating their nature and the basis of their valuation and showing separately those that are marketable with a notation of their market value.

8. Shares or securities of subsidiaries whose financial statements are not consolidated with those of the company, stating the basis of valuation.

9. Shares or securities of affiliated companies other than subsidiaries, stating the basis of valuation.

10. Lands, buildings, and plant and equipment, stating the basis of valuation, whether cost or otherwise, and, if valued on the basis of an appraisal, the date of appraisal, the name of the appraiser, the basis of the appraisal value and, if such appraisal took place within five years preceding the date to which the balance sheet is made up, the disposition in the accounts of the company of any amounts added to or deducted from such assets on appraisal and also the amount or amounts accumulated in respect of depreciation, obsolescence and depletion.

11. There shall be stated under separate headings, in so far as they are not written off, (i) expenditures on account of future business; (ii) any expense incurred in connection with any issue of shares; (iii) any expense incurred in connection with any issue of securities, including any discount thereon; and (iv) any one or more of the following: goodwill, franchises, patents, copyrights, trade marks and other intangible assets and the amount, if any, by which the value of any such assets has been written up after the 30th day of April, 1954.

12. The aggregate amount of any outstanding loans under clauses c, d and e of subsection 2 of section 25.

13. Bank loans and overdrafts.
14. Debts owing by the company on loans from its directors, officers or shareholders.

15. Debts owing by the company to subsidiaries whose financial statements are not consolidated with those of the company, whether on account of a loan or otherwise.

16. Debts owing by the company to affiliated companies other than subsidiaries whether on account of a loan or otherwise.

17. Other debts owing by the company, segregating those that arose otherwise than in the ordinary course of its business.

18. Liability for taxes, including the estimated liability for taxes in respect of the income of the period covered by the statement of profit and loss.

19. Dividends declared but not paid.

20. Deferred income.

21. Securities issued by the company, stating the interest rate, the maturity date, the amount outstanding and the existence of sinking fund, redemption requirements and conversion rights, if any.

22. The authorized capital, giving the number of each class of shares and a brief description of each such class, and indicating therein any class of shares that is redeemable and the redemption price thereof.

23. The issued capital, giving the number of shares of each class issued and outstanding and the amount received therefor that is attributable to capital, and showing,

(a) the number of shares of each class issued since the date of the last balance sheet and the value attributed thereto, distinguishing shares issued for cash, shares issued for services and shares issued for other consideration; and

(b) where any shares have not been fully paid,

(i) the number of shares in respect of which calls have not been made and the aggregate amount that has not been called, and

(ii) the number of shares in respect of which calls have been made and not paid and the aggregate amount that has been called and not paid.

24. Contributed surplus.

25. Earned surplus.
26. Reserves, showing the amounts added thereto and the amounts deducted therefrom during the financial period. R.S.O. 1960, c. 71, s. 86 (1); 1966, c. 28, s. 10.

(2) Explanatory information or particulars of any item mentioned in subsection 1 may be shown by way of note to the balance sheet. R.S.O. 1960, c. 71, s. 86 (2).

104.—(1) There shall be stated by way of note to the financial statement particulars of any change in accounting principle or practice or in the method of applying any accounting principle or practice made during the period covered that affects the comparability of any of the statements with any of those for the preceding period, and the effect, if material, of any such change upon the profit or loss for the period. R.S.O. 1960, c. 71, s. 87 (1).

(2) For the purpose of subsection 1, a change in accounting principle or practice or in the method of applying any accounting principle or practice affects the comparability of a statement with that for the preceding period, even though it did not have a material effect upon the profit or loss for the period. 1962-63, c. 24, s. 3 (1).

(3) Where applicable, the following matters shall be referred to in the financial statement or by way of note thereto:

1. The basis of conversion of amounts from currencies other than the currency in which the financial statement is expressed.

2. Foreign currency restrictions that affect the assets of the company.

3. Contractual obligations that will require abnormal expenditures in relation to the company’s normal business requirements or financial position or that are likely to involve losses not provided for in the accounts.

4. Material contractual obligations in respect of long-term leases, including, in the year in which the transaction was effected, the principal details of any sale and lease transaction.

5. Contingent liabilities, stating their nature and, where practicable, the approximate amounts involved.

6. Any liability secured otherwise than by operation of law on any asset of the company, stating the liability so secured.

7. Any default of the company in principal, interest, sinking fund or redemption provisions with respect to any issue of its securities or credit agreements.
8. The gross amount of arrears of dividends on any class of shares and the date to which such dividends were last paid.

9. Where a company has contracted to issue shares or has given an option to purchase shares, the class and number of shares affected, the price and the date for issue of the shares or exercise of the option.

10. The aggregate direct remuneration paid or payable by the company and its subsidiaries whose financial statements are consolidated with those of the company to the directors, and the senior officers as defined by clause f of subsection 1 of section 73, of the company and, as a separate amount, the aggregate direct remuneration paid or payable to such directors and senior officers by the subsidiaries of the company whose financial statements are not consolidated with those of the company.

11. In the case of a holding company, the aggregate of any shares in, and the aggregate of any securities of, the holding company held by subsidiary companies whose financial statements are not consolidated with that of the holding company.

12. The amount of any loans by the company, or by a subsidiary company, otherwise than in the ordinary course of business, during the company’s financial period, to the directors or officers of the company.

13. Any restriction by the letters patent, supplementary letters patent or by-laws of the company or by contract on the payment of dividends that is significant in the light of the company’s financial position.

14. Any event or transaction, other than one in the normal course of business operations, between the date to which the financial statement is made up and the date of the auditor’s report thereon that materially affects the financial statement.

15. In the case of a public company, the amount of any obligation for pension benefits arising from service prior to the date of the balance sheet, whether or not such obligation has been provided for in the accounts of the company, the manner in which the company proposes to satisfy such obligation and the basis on which it has charged or proposes to charge the related costs against operations. R.S.O. 1960, c. 71, s. 87 (2); 1962-63, c. 24, s. 3 (2); 1966, c. 28, s. 11.

(4) A note to a financial statement is a part of it. R.S.O. 1960, Idem e. 71, s. 87 (3).
105. Notwithstanding sections 99 to 104, it is not necessary to state in a financial statement any matter that in all the circumstances is of relative insignificance. R.S.O. 1960, c. 71, s. 88.

106.—(1) A company, in this section referred to as "the holding company", may include in the financial statement to be submitted at an annual meeting the assets and liabilities and income and expense of any one or more of its subsidiaries, making due provision for minority interests, if any, and indicating in such financial statement that it is presented in consolidated form.

(2) Where the assets and liabilities and income and expense of any one or more subsidiaries of the holding company are not so included in the financial statement of the holding company,

(a) the financial statement of the holding company shall include a statement setting forth,

(i) the reason why the assets and liabilities and income and expense of such subsidiary or subsidiaries are not included in the financial statement of the holding company,

(ii) if there is only one such subsidiary, the amount of the holding company’s proportion of the profit or loss of such subsidiary for the financial period coinciding with or ending in the financial period of the holding company, or, if there is more than one such subsidiary, the amount of the holding company’s proportion of the aggregate profits less losses, or losses less profits, of all such subsidiaries for the respective financial periods coinciding with or ending in the financial period of the holding company,

(iii) the amount included as income from such subsidiary or subsidiaries in the statement of profit and loss of the holding company and the amount included therein as a provision for the loss or losses of such subsidiary or subsidiaries,

(iv) if there is only one such subsidiary, the amount of the holding company’s proportion of the undistributed profits of such subsidiary earned since the acquisition of the shares of such subsidiary by the holding company to the extent that such amount has not been taken into the accounts of the holding company, or, if there is more than one such subsidiary, the amount of the holding company’s proportion of the aggregate undistributed profits of all such subsidiaries earned since the acquisition of their shares by the holding company less its proportion of the losses, if any, suffered by any such
subsidiary since the acquisition of its shares to the extent that such amount has not been taken into the accounts of the holding company,

(v) any qualifications contained in the report of the auditor of any such subsidiary on its financial statement for the financial period ending as aforesaid, and any note or reference contained in that financial statement to call attention to a matter that, apart from the note or reference, would properly have been referred to in such a qualification, in so far as the matter that is the subject of the qualification or note is not provided for in the company's own financial statement and is material from the point of view of its shareholders;

(b) if for any reason the directors of the holding company are unable to obtain such information as is necessary for the preparation of the statement that is to be included in the financial statement of the holding company, the directors who sign the financial statement shall so report in writing and their report shall be included in the financial statement in lieu of the statement;

(c) true copies of the latest financial statement of such subsidiary or subsidiaries shall be kept on hand by the holding company at its head office and shall be open to inspection by the shareholders of the holding company on request during the normal business hours of the holding company, but the directors of the holding company may by resolution refuse the right of such inspection if such inspection is not in the public interest or would prejudice the holding company or such subsidiary or subsidiaries, which resolution may, on the application of any such shareholder to the court, be set aside by the court;

(d) if, in the opinion of the auditor of the holding company, adequate provision has not been made in the financial statement of the holding company for the holding company's proportion,

(i) where there is only one such subsidiary, of the loss of such subsidiary suffered since acquisition of its shares by the holding company, or

(ii) where there is more than one such subsidiary, of the aggregate losses suffered by such subsidiaries since acquisition of their shares by the holding company in excess of its proportion of the undistributed profits, if any, earned by any of such subsidiaries since such acquisition,
the auditor shall state in his report the additional amount that in his opinion is necessary to make full provision therefor. R.S.O. 1960, c. 71, s. 89.

**Definitions:**

Subsidiary company

107.—(1) For the purposes of this Act, a company shall be deemed to be a subsidiary of another company if, but only if,

(a) it is controlled by,
   (i) that other, or
   (ii) that other and one or more companies each of which is controlled by that other, or
   (iii) two or more companies each of which is controlled by that other; or

(b) it is a subsidiary of a company that is that other's subsidiary.

(2) For the purposes of this Act, a company shall be deemed to be another's holding company if, but only if, that other is its subsidiary.

(3) For the purposes of this Act, one company shall be deemed to be affiliated with another company if, but only if, one of them is the subsidiary of the other or both are subsidiaries of the same company or each of them is controlled by the same person. R.S.O. 1960, c. 71, s. 90 (1-3).

(4) For the purposes of this Act, a company shall be deemed to be controlled by another company or person or by two or more companies if, but only if,

(a) shares of the first-mentioned company carrying more than 50 per cent of the votes for the election of directors are held, otherwise than by way of security only, by or for the benefit of such other company or person or by or for the benefit of such other companies; and

(b) the votes carried by such shares are sufficient, if exercised, to elect a majority of the board of directors of the first-mentioned company. R.S.O. 1960, c. 71, s. 90 (4); 1966, c. 28, s. 12.

**Holding company**

**Affiliated company**

**Control**

**Reserves**

108. In a financial statement, the term "reserve" shall be used to describe only,

(a) amounts appropriated from earned surplus at the discretion of management for some purpose other than to meet a liability or contingency known or admitted or a commitment made as at the statement date or a decline in value of an asset that has already occurred;

(b) amounts appropriated from earned surplus pursuant to the instrument of incorporation, instrument amending the instrument of incorporation or by-laws of the com-
company for some purpose other than to meet a liability or contingency known or admitted or a commitment made as at the statement date or a decline in value of an asset that has already occurred; and

(c) amounts appropriated from earned surplus in accordance with the terms of a contract and that can be restored to the earned surplus when the conditions of the contract are fulfilled. R.S.O. 1960, c. 71, s. 91.

109. The financial statement shall be approved by the board of directors, such approval to be evidenced by the signature at the foot of the balance sheet by two of the directors duly authorized to sign, and the auditor's report shall be attached to the financial statement or there shall be inserted at the foot of the balance sheet a reference to the report. R.S.O. 1960, c. 71, s. 92.

110.—(1) A public company, other than a company to which Part V applies, shall, ten days or more before the date of the annual meeting, send by prepaid mail to each shareholder at his last address as shown on the books of the company a copy of the financial statement and a copy of the auditor's report.

(2) A shareholder of a private company is entitled to be furnished by the company on demand with a copy of the documents mentioned in subsection 1.

(3) A company that fails to comply with subsection 1 or 2 is guilty of an offence and on summary conviction is liable to a fine of not more than $200, and every director or officer of the company who authorizes, permits or acquiesces in any such failure is guilty of an offence and on summary conviction is liable to a like fine. R.S.O. 1960, c. 71, s. 93.

111.—(1) A public company, other than a company to which Part V applies, shall send to each shareholder a copy of a comparative interim financial statement for the six-month period that commenced on the date of incorporation or, if the company has completed a financial year, for the six-month period that commenced immediately after the end of the last completed financial year and for the comparable six-month period, if any, in the twelve months immediately preceding the commencement of the six-month period in respect of which such interim financial statement is issued, made up of,

(a) in the case of a company that is a mutual fund company or investment company as defined in the regulations under The Securities Act, a statement of changes in net assets for each period that complies with section 102;
in the case of a company other than one referred to in clause a, a statement of source and application of funds for each period that complies with section 101; and

sufficient relevant financial information in summary form to present fairly the results of the operations of the company for each period, including,

(a) a statement of sales or gross operating revenue,
(b) extraordinary items of income or expense,
(iii) net income before taxes on income imposed by any taxing authority,
(iv) taxes on income imposed by any taxing authority, and
(v) net profit or loss. 1966, c. 28, s. 13, part; 1968, c. 19, s. 9 (1).

The interim financial statement required by subsection 1 may omit either or both of,

(a) the information relating to the comparable period; and
(b) the statement of changes in net assets or the statement of source and application of funds,

if the reason for the omission or omissions, as the case may be, is set out in the interim financial statement or by way of note thereto. 1966, c. 28, s. 13, part; 1968, c. 19, s. 9 (2).

There shall be stated by way of note to the interim financial statement required by subsection 1 particulars of any change in accounting principle or practice or in the method of applying any accounting principle or practice made during the period covered that affects the comparability of such statement with the statement for the preceding period or with the interim financial statement for a part of the preceding period, and the effect, if material, of any such change upon the profit or loss for the period covered by the interim financial statement.

For the purpose of subsection 3, a change in accounting principle or practice or in the method of applying any accounting principle or practice affects the comparability of a statement with that for the preceding period or part thereof, even though it did not have a material effect upon the profit or loss for the period covered by the interim financial statement.

The interim financial statement required by subsection 1 shall be sent by prepaid mail to each shareholder, within sixty days of the date to which it is made up, at his last address as shown on the books of the company.
(6) A company that fails to comply with any provision of this section is guilty of an offence and on summary conviction is liable to a fine of not more than $1,000, and every director or officer of the company who authorized, permitted or acquiesced in any such failure is guilty of an offence and on summary conviction is liable to a like fine. 1966, c. 28, s. 13, part.

112.—(1) Except in the cases mentioned in this section, a company shall not be a shareholder of a company that is its holding company, and any allotment or transfer of shares of a company to its subsidiary company is void.

(2) This section does not apply to a subsidiary holding shares as executor, administrator, committee of a mentally incompetent person, guardian or trustee unless the holding company or a subsidiary thereof is beneficially interested under the trust and is not so interested only by way of security for the purposes of a transaction entered into by it in the ordinary course of a business that includes the lending of money.

(3) This section does not prevent a subsidiary that on the 30th day of April, 1954, held shares of its holding company from continuing to hold such shares, but, subject to subsection 2, the subsidiary has no right to vote at meetings of shareholders of the holding company or at meetings of any class of shareholders thereof.

(4) Subject to subsection 2, subsections 1 and 3 apply in relation to a nominee for a company that is a subsidiary as if the references in subsections 1 and 3 to such a company included references to a nominee for it. R.S.O. 1960, c. 71, s. 94.

113.—(1) In this section, "arrangement" includes a reorganization of the authorized capital of a company and includes without limiting the generality of the foregoing, the consolidation of shares of different classes, the reclassification of shares of a class into shares of another class and the variation of the terms, preferences, rights, conditions, restrictions, limitations or prohibitions attaching to shares of any class, and includes a reconstruction under which a company transfers or sells or proposes to transfer or to sell to another company the whole or a substantial part of its undertaking for a consideration consisting in whole or in part of shares or securities of the other company and in which it proposes to distribute a part of such consideration among its shareholders of any class or to cease carrying on its undertaking or the part of its undertaking so transferred or sold or so proposed to be transferred or sold.

(2) Where an arrangement is proposed between a company and its shareholders or a class or classes of them affecting the rights of such shareholders or class or classes under the company's letters patent or supplementary letters patent or by-laws, the
court may, on application of the company or of a shareholder, order a meeting of the shareholders of the company or of the class or classes affected, as the case may be, to be held on twenty-one days notice, or such shorter time as the court directs, served in such manner as the court directs.

(3) Where a meeting of the shareholders or of any class or classes of shareholders is called under subsection 2, the notice calling the meeting shall contain a statement explaining the effect of the arrangement and in particular stating any interest of the directors of the company, whether as directors or as shareholders of the company or otherwise, and the effect thereon of the arrangement, in so far as it is different from the effect on the like interest of other persons.

(4) If the shareholders of the company or of the class or classes affected, as the case may be, present in person or by proxy at the meeting, agree by at least three-fourths of the shares of each class represented to the arrangement either as proposed or as varied at the meeting, the arrangement may be sanctioned by the court and, if so sanctioned, the arrangement and any decrease or increase in the authorized capital and any provisions for the allotment or disposition thereof by sale or otherwise as therein set forth may be confirmed by supplementary letters patent and thereupon is binding on the company and on the shareholders of the company or on the class or classes of shareholders affected.

(5) If dissenting votes are cast at the meeting and, notwithstanding such dissenting votes, the arrangement is agreed to by the shareholders or the class or classes represented in accordance with subsection 4 and unless the court in its discretion otherwise orders, the company shall notify each dissenting shareholder in such manner as the court directs of the time and place when application will be made to it for the sanction of the arrangement. R.S.O. 1960, c. 71, s. 95.

114.—(1) Any two or more companies, including a holding and subsidiary company, having the same or similar objects may amalgamate and continue as one company.

(2) The companies proposing to amalgamate may enter into an agreement for the amalgamation prescribing the terms and conditions of the amalgamation, the mode of carrying the amalgamation into effect and stating the name of the amalgamated company, the names, callings and places of residence of the first directors thereof and how and when the subsequent directors are to be elected with such other details as may be necessary to perfect the amalgamation and to provide for the subsequent management and working of the amalgamated company, the authorized capital of the amalgamated company and the manner of converting the authorized capital of each of the companies into that of the amalgamated company.
(3) The agreement shall be submitted to the shareholders of each of the amalgamating companies at general meetings thereof called for the purpose of considering the agreement, and, if two-thirds of the votes cast at each such meeting are in favour of the adoption of the agreement, that fact shall be certified upon the agreement by the secretary of each of the amalgamating companies under the corporate seal thereof.

(4) If the agreement is adopted in accordance with subsection 3, the amalgamating companies may apply jointly to the Lieutenant Governor for letters patent confirming the agreement and amalgamating the companies so applying, and on and from the date of the letters patent such companies are amalgamated and are continued as one company by the name in the letters patent provided, and the amalgamated company possesses all the property, rights, privileges and franchises and is subject to all liabilities, contracts, disabilities and debts of each of the amalgamating companies. R.S.O. 1960, c. 71, s. 96.

115.—(1) Where a company has ceased to carry on business except for the purpose of winding up its affairs and has no debts or obligations that have not been provided for or protected, the directors may pass by-laws for distributing in money, kind, specie or otherwise the property of the company or any part of it rateably among the shareholders according to their rights and interests in the company.

(2) The by-law is not effective until it has been confirmed by two-thirds of the votes cast at a meeting of the shareholders duly called for considering the by-law nor until it has been confirmed by the Lieutenant Governor in Council. R.S.O. 1960, c. 71, s. 97.

116.—(1) If a private company contravenes any of the provisions of its special Act, letters patent or supplementary letters patent respecting the restriction on the right to transfer its shares, the limitation on the number of its shareholders or the prohibition on invitations to the public to subscribe for its shares or securities, it ceases to be entitled to the privileges and exemptions conferred on private companies under this Act and under The Corporations Information Act, and thereupon this Act and that Act apply to the company as if it were not a private company.

(2) The court, on being satisfied that any such contravention was accidental or due to inadvertence or to some other sufficient cause, or that on other grounds it is just and equitable to grant relief, may, on the application of the company or any other person interested and on such terms and conditions as the court considers proper, order that the company be relieved from the consequences mentioned in subsection 1.
(3) In addition to the consequences mentioned in subsection 1, every private company that contravenes any of the provisions of its special Act, letters patent or supplementary letters patent respecting the restriction on the right to transfer its shares, the limitation on the number of its shareholders or the prohibition on invitations to the public to subscribe for its shares or securities, and every director or officer of the company who authorizes, permits or acquiesces in any such contravention, is guilty of an offence and on summary conviction is liable to a fine of not more than $200. R.S.O. 1960, c. 71, s. 98.

117.—(1) If, in the case of a private company, at a meeting of shareholders,

(a) a resolution passed by the directors authorizing the sale or disposition of the undertaking of the company or any part thereof as an entirety or substantially as an entirety is confirmed with or without variation by the shareholders; or

(b) a resolution passed by the directors authorizing an application for the issue of supplementary letters patent providing for the conversion of the company into a public company is confirmed with or without variation by the shareholders; or

(c) an agreement for the amalgamation of the company with one or more other companies, whether public or private, is confirmed by the shareholders,

any shareholder who has voted against the confirmation of such resolution or agreement, as the case may be, may within two days after the date of the meeting give notice in writing to the company requiring it to purchase his shares.

(2) Within ninety days from the date of the completion of the sale or disposition or the issue of the supplementary letters patent or the letters patent, as the case may be, the company shall purchase the shares of every shareholder who has given notice under subsection 1.

(3) The company shall not purchase any shares under subsection 2 if it is insolvent or if such purchase would render the company insolvent.

(4) The price and terms of the purchase of such shares shall be as may be agreed upon by the company and the dissenting shareholder, but, if they fail to agree, the price and terms shall be as determined by the court on the application of the dissenting shareholder.

(5) Any shares purchased under subsection 2 shall not be cancelled by reason only of such purchase, and may be sold by the company at such price and on such terms as the directors determine.
(6) If the sale or disposition is not completed or the supplementary letters patent or letters patent are not issued, the rights of the dissenting shareholder under this section cease and the company shall not purchase the shares of such shareholder under this section. R.S.O. 1960, c. 71, s. 99.

PART III

CORPORATIONS WITHOUT SHARE CAPITAL

118. This Part, except where it is otherwise expressly provided, applies,

(a) to every corporation incorporated by or under a general or special Act of the Parliament of the late Province of Upper Canada;

(b) to every corporation incorporated by or under a general or special Act of the Parliament of the late Province of Canada that has its head office and carries on business in Ontario and that was incorporated with objects to which the authority of the Legislature extends; and

(c) to every corporation incorporated by or under a general or special Act of the Legislature,

but this Part does not apply to a corporation incorporated for the construction and working of a railway, incline railway or street railway. R.S.O. 1960, c. 71, s. 100.

119. A corporation may be incorporated to which Part V or Part VI applies or that has objects that are of a patriotic, religious, philanthropic, charitable, educational, agricultural, scientific, artistic, social, professional, fraternal, sporting or athletic nature or that are of any other useful nature. R.S.O. 1960, c. 71, s. 101.

120.—(1) The applicants for the incorporation of a corporation shall file with the Lieutenant Governor an application showing:

1. The names in full, the place of residence and the calling of each of the applicants.

2. The name of the corporation to be incorporated.

3. The objects for which the corporation is to be incorporated.

4. The place in Ontario where the head office of the corporation is to be situate.

5. The names of the applicants who are to be the first directors of the corporation.
6. Any other matters that the applicants desire to have embodied in the letters patent.

(2) The applicants may ask to have embodied in the letters patent any provision that may be made the subject of a by-law of the corporation. R.S.O. 1960, c. 71, s. 102.

121. The letters patent, supplementary letters patent or by-laws of a corporation may provide for more than one class of membership and in that case shall set forth the designation of and the terms and conditions attaching to each class. R.S.O. 1960, c. 71, s. 103.

122. Upon incorporation of a corporation, each applicant becomes a member thereof. R.S.O. 1960, c. 71, s. 104.

123. A member shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the corporation. R.S.O. 1960, c. 71, s. 105.

124. Unless the letters patent, supplementary letters patent or by-laws of a corporation otherwise provide, there is no limit on the number of members of the corporation. R.S.O. 1960, c. 71, s. 106.

125.-(1) Subject to subsection 2, persons may be admitted to membership in a corporation by resolution of the board of directors, but the letters patent, supplementary letters patent or by-laws may provide that such resolution is not effective until it has been confirmed by the members in general meeting.

(2) The letters patent, supplementary letters patent or by-laws of a corporation may provide for the admission of members ex officio. R.S.O. 1960, c. 71, s. 107.

126. Each member of each class of members of a corporation has one vote, unless the letters patent, supplementary letters patent or by-laws of the corporation provide that each such member has more than one vote or has no vote. R.S.O. 1960, c. 71, s. 108.

127.-(1) A corporation, except a corporation to which Part V or VI applies, shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objects and the letters patent shall so provide, and, where a company is converted into a corporation, the supplementary letters patent shall so provide.
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(2) Nothing in subsection 1 prohibits a director from receiving reasonable remuneration and expenses for his services to the corporation as a director or prohibits a director or member from receiving reasonable remuneration and expenses for his services to the corporation in any other capacity, unless the letters patent, supplementary letters patent or by-laws otherwise provide. R.S.O. 1960, c. 71, s. 109.

128. Subject to section 316, the letters patent, supplementary letters patent or by-laws of a corporation may provide for persons becoming directors ex officio in lieu of election. R.S.O. 1960, c. 71, s. 110.

129.—(1) Unless the letters patent or supplementary letters patent otherwise provide, the interest of a member in a corporation is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the corporation.

(2) Where the letters patent or supplementary letters patent provide that the interest of a member in the corporation is transferable, the by-laws shall not restrict the transfer of such interest.

(3) This section does not apply to corporations to which Part V co-ops applies. R.S.O. 1960, c. 71, s. 111.

130.—(1) The directors of a corporation may pass by-laws not contrary to this Act or to the letters patent or supplementary letters patent to regulate,

(a) the admission of persons and unincorporated associations as members and as ex officio members and the qualification of and the conditions of membership;
(b) the fees and dues of members;
(c) the issue of membership cards and certificates;
(d) the suspension and termination of memberships by the corporation and by the member;
(e) the transfer of memberships;
(f) the qualification of and the remuneration of the directors and the ex officio directors, if any;
(g) the time for and the manner of election of directors;
(h) the appointment, remuneration, functions, duties and removal of agents, officers and employees of the corporation and the security, if any, to be given by them to it;
(t) the time and place and the notice to be given for the holding of meetings of the members and of the board of directors, the quorum at meetings of members, the requirement as to proxies, and the procedure in all things at members’ meetings and at meetings of the board of directors;

(j) the conduct in all other particulars of the affairs of the corporation.

Confirmation

(2) A by-law passed under subsection 1 and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the members duly called for that purpose, is effective only until the next annual meeting of the members unless confirmed thereat, and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a general meeting of the members.

Rejection

(3) The members may at the general meeting or the annual meeting mentioned in subsection 2 confirm, reject, amend or otherwise deal with any by-law passed by the directors and submitted to the meeting for confirmation, but no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing. R.S.O. 1960, c. 71, s. 112.

By-laws respecting delegates

131.—(1) The directors of a corporation may pass by-laws providing for,

(a) the division of its members into groups, either territorially or on the basis of common interest;

(b) the election of some or all of its directors,
   (i) by such groups on the basis of the number of members in each group, or
   (ii) for the groups in a defined geographical area, by the delegates of such groups meeting together;

(c) the election of delegates and alternative delegates to represent each group on the basis of the number of members in each group;

(d) the number and method of electing delegates;

(e) the holding of meetings of delegates;

(f) the authority of delegates at meetings or providing that a meeting of delegates shall for all purposes be deemed to be and to have all the powers of a meeting of the members;

(g) the holding of meetings of members or delegates territorially or on the basis of common interest.
(2) No by-law passed under subsection 1 is effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of the members duly called for considering the by-law.

(3) A delegate has only one vote and shall not vote by proxy.

(4) No person shall be elected a delegate who is not a member of the corporation.

(5) No such by-law shall prohibit members from attending meetings of delegates and participating in the discussions at such meetings. R.S.O. 1960, c. 71, s. 113.

132.—(1) A corporation may apply to the Lieutenant Governor for the issue of supplementary letters patent,

(a) extending, limiting or otherwise varying its objects;
(b) changing its name;
(c) varying any provision in its letters patent or prior supplementary letters patent;
(d) providing for any matter or thing in respect of which provision may be made in letters patent under this Act;
(e) converting it into a company;
(f) converting it into a corporation, with or without share capital, subject to Part V;
(g) making it not subject to Part V.

(2) An application under clauses (a) to (d) of subsection 1 shall be authorized by a special resolution.

(3) An application under clauses (e) to (g) of subsection 1 shall be authorized by resolution of the board of directors and confirmed in writing,

(a) by 100 per cent of the members; or
(b) by at least 95 per cent of the members,

but, in the case of confirmation under clause (b), the application shall not be made until twenty-one days notice of the application has been given by sending the notice to each member to his last address as shown on the books of the corporation and only if at the expiration of the twenty-one days none of the members has dissented in writing to the corporation.

(4) If the application is under clause (e), (f) or (g) of subsection 1 and the corporation is to become a company, the application shall set forth the authorized capital, the classes of shares, if any, into which it is to be divided, the number of shares of each class, the par value of each share or, where the shares are to be without par value, the consideration, if any, exceeding which each share or the aggregate consideration, if any, exceeding which all the shares of
each class may not be issued, and, where there are to be preference shares, the preferences, rights, conditions, restrictions, limitations or prohibitions attaching to them or each class of them, and the terms and conditions on which the members will become shareholders.

(5) An application under subsection 1 may be made only within six months after the resolution has been confirmed by the members.

(6) This section does not apply to a corporation incorporated by special Act, except that a corporation incorporated by special Act may apply under this section for the issue of supplementary letters patent changing its name. R.S.O. 1960, c. 71, s. 114.

133.—(1) A corporation may pass by-laws providing that, upon its dissolution and after the payment of all debts and liabilities, its remaining property or part thereof shall be distributed or disposed of to charitable organizations or to organizations whose objects are beneficial to the community.

(2) Such a by-law is not effective until it has been confirmed by two-thirds of the votes cast at a general meeting of the members duly called for that purpose.

(3) Notice of a by-law passed under this section shall be filed with the Minister and published in The Ontario Gazette by the corporation within fourteen days after it has been confirmed.

(4) Every corporation that fails to comply with subsection 3 is guilty of an offence and on summary conviction is liable to a fine of not more than $200, and every director or officer of the corporation who authorizes, permits or acquiesces in such failure is guilty of an offence and on summary conviction is liable to a like fine.

(5) In the absence of such by-law and upon the dissolution of the corporation, the whole of its remaining property shall be distributed equally among the members or, if the letters patent, supplementary letters patent or by-laws so provide, among the members of a class or classes of members. R.S.O. 1960, c. 71, s. 115.

134.—(1) Section 23, clauses a to p, s, u and w of subsection 1 and subsection 2 of section 24, sections 60 to 62, 68, 70 to 72, 81 to 83, 85, 94 and 95, subsection 1 of section 96, section 97, clauses a, c and d of subsection 1 and subsection 3 of section 98 and section 114 apply mutatis mutandis to corporations to which this Part applies, and in so applying them the words "company" and "private company" mean "corporation" and the word "shareholder" means "member". 1966, c. 28, s. 14 (1).

(2) Notwithstanding subsection 1, in the case of a corporation
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to which this Part applies the objects of which are exclusively for charitable purposes, it is sufficient notice of any meeting of the members of the corporation if notice is given by publication at least once a week for two consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of the members of the corporation reside as shown by their addresses on the books of the corporation. 1964, c. 10, s. 3 (2).

(3) Subsection 1 of section 24, section 71, clauses a, c and d of Co-ops subsection 1 and subsections 2 and 3 of section 98, subsection 1 of section 99, except clause a thereof, subsection 2 of section 99 and sections 100 to 105, 108 and 109 apply mutatis mutandis to corporations to which Part V applies, and in so applying them the words "company" and "private company" mean "corporation" and the word "shareholder" means "member".

(4) Clauses a, c and d of subsection 1 and subsections 2 and 3 of Insurers section 98, subsection 1 of section 99, except clause a thereof, subsection 2 of section 99, sections 100, 103, 108 and 109 and subsections 1 and 3 of section 110 apply mutatis mutandis to corporations to which Part VI applies, and in so applying them the words "company" and "private company" mean "corporation" and the word "shareholder" means "member". 1966, c. 28, s. 14 (2).

PART IV  
MINING COMPANIES

135. In this Part, "company" means a company to which this Part applies. R.S.O. 1960, c. 71, s. 117.

136. This Part applies,

(a) to every mining company incorporated before the 1st day of July, 1907;

(b) to every mining company that was made subject to a predecessor of this Part by its letters patent or supplementary letters patent where the subjection has not been removed by supplementary letters patent; and

(c) to every mining company made subject to this Part by its letters patent or supplementary letters patent where the subjection has not been removed by supplementary letters patent. R.S.O. 1960, c. 71, s. 118.

137.—(1) The shares of a company shall be with par value.

(2) Subsection 1 does not apply to shares authorized before the 30th day of April, 1954. R.S.O. 1960, c. 71, s. 119.
138.—(1) Unless the letters patent, supplementary letters patent or by-laws otherwise provide, a company may issue its shares at a discount.

(2) Notwithstanding subsection 1, preference shares shall not be issued at a discount.

(3) Where shares are to be issued at a discount, the rate of discount shall be specified in the resolution of the directors allotting such shares. R.S.O. 1960, c. 71, s. 120.

139. No shareholder of a company who holds shares that were validly issued at a discount before the 30th day of April, 1954, or that are validly issued at a discount on or after the 30th day of April, 1954, is personally liable for non-payment of any calls made upon his shares beyond the amount agreed to be paid therefor. R.S.O. 1960, c. 71, s. 121.

140. A company shall have upon every share certificate issued by it distinctly written or printed in red ink, where such certificates are issued with respect to shares subject to call, the words “SUBJECT TO CALL” or, where issued with respect to shares not subject to call, the words “NOT SUBJECT TO CALL”. R.S.O. 1960, c. 71, s. 122.

PART V
CO-OPERATIVE CORPORATIONS

141. In this Part, except in subsections 3 and 5 of section 143, “corporation” or “company” means a corporation or company, as the case may be, to which this Part applies. R.S.O. 1960, c. 71, s. 123.

142.—(1) This Part applies,

(a) to every corporation that was made subject to a predecessor of this Part by its letters patent or supplementary letters patent where the subjection has not been removed by supplementary letters patent; and

(b) to every corporation made subject to this Part by its letters patent or supplementary letters patent where the subjection has not been removed by supplementary letters patent.

(2) Except where inconsistent with the provisions of this Part, the other provisions of this Act apply to a corporation to which this Part applies. R.S.O. 1960, c. 71, s. 124.
143.—(1) The corporate name of a corporation shall include the word "co-operative" as part thereof.

(2) Where a corporation or any director, officer, employee, shareholder or member uses the name of the corporation, the word "co-operative" may be abbreviated to "co-op".

(3) No person not being a corporation to which this Part applies shall use in Ontario a name that includes the word "co-operative" or any abbreviation or derivation thereof whether or not the word, abbreviation or derivation is used in or in conjunction with the name.

(4) A person who contravenes subsection 3 is guilty of an offence and on summary conviction is liable to a fine of not more than $200.

(5) Subsection 3 does not apply to a corporation incorporated by or under the authority of the Parliament of Canada, to a corporation licensed under Part IX, to a corporation incorporated under the laws of Ontario before the 12th day of April, 1917, or to a corporation to which The Credit Unions Act applies.

144.—(1) The authorized capital of a company incorporated on or after the 1st day of June, 1949, shall consist of one or more classes of shares to be designated as co-operative or co-op preference shares or as co-operative or co-op common shares, as the case may be, and each class shall have a par value of $5 or any multiple of $5 not exceeding $100.

(2) A share certificate issued on or after the 30th day of April, 1954, shall,

(a) bear upon its face the name of the company, the words "incorporated as a co-operative company and subject to Part V of The Corporations Act (Ontario)" and a statement of the authorized capital, but, where some but not all of the shares of a class are purchased for redemption or some but not all of the preference shares of a class are converted, redeemed or purchased for cancellation, it is not necessary to change such statement of the authorized capital;

(b) state the information required by clauses b and c of subsection 1 of section 47;

(c) state that the shares represented by the certificate are not transferable without the authorization of the directors;

(d) set forth the provisions of section 153;
(e) state that the dividend, if any, to which the holder of a share may become entitled shall not exceed 8 per cent per annum of the amount paid up thereon; and

(f) state that the company may by by-law limit the amount to be distributed for each share on the dissolution of the company to the amount paid up on such share together with declared and unpaid dividends. R.S.O. 1960, c. 71, s. 126.

**145.**—(1) The capital of corporations without share capital may be in the form of loans from members, called “member loans”, and such loans may be in such amounts, payable on demand or at such times and without interest or with interest at such rate, as the by-laws provide. R.S.O. 1960, c. 71, s. 127 (1); 1968, c. 19, s. 10 (1).

(2) A corporation may borrow money from its shareholders or members in such amounts payable on demand or at such times and either without interest or with interest at such rate, as the by-laws provide. R.S.O. 1960, c. 71, s. 127 (2); 1968, c. 19, s. 10 (2).

**146.** Where a member of a corporation without share capital dies or does not transact any business with the corporation for a period of two years, the directors may terminate the membership, and upon such termination the corporation shall pay any money owing to the member. R.S.O. 1960, c. 71, s. 128.

**147.**—(1) No share of a company shall be transferred unless authorized by the board of directors.

(2) No membership in a corporation without share capital shall be transferred unless authorized by the board of directors. R.S.O. 1960, c. 71, s. 129.

**148.**—(1) No individual member or shareholder of a corporation shall vote by proxy.

(2) An individual member or shareholder of a corporation has only one vote.

(3) A corporate member or shareholder may appoint under its corporate seal one of its directors or officers to attend and vote on its behalf at meetings of members or shareholders and such director or officer has only one vote. R.S.O. 1960, c. 71, s. 130.

**149.** No person shall hold office as a director of a corporation unless he is a member or shareholder thereof or a director or officer of a corporate member or shareholder thereof, and, where a director or a corporation of which he is an officer or director ceases to be a member or shareholder, he thereupon ceases to be a director. R.S.O. 1960, c. 71, s. 131.
150. A corporation may by by-law provide that, before any distribution of surplus arising from the business of the corporation in each fiscal year is made, the corporation may,

(a) set aside reserve funds;

(b) provide for the payment of dividends on the share capital at a rate not to exceed 8 per cent per annum of the amount paid up thereon. R.S.O. 1960, c. 71, s. 132.

151.—(1) Subject to section 150, the surplus arising from the business of the corporation in each fiscal year shall be allocated, credited or paid to the members or shareholders in proportion to the business done by each member or shareholder with or through the corporation, computed at a rate in relation to the quantity, quality or value of the goods or products acquired, marketed, handled, dealt in or sold, or services rendered by the member or shareholder or by the corporation from or on behalf of or to the member or shareholder, or to the corporation, whether as principal or as agent of the member or shareholder or otherwise, with appropriate differences in the rate for different classes, grades or qualities thereof.

(2) The corporation may by by-law provide that part of the surplus may be allocated, credited or paid to non-members or non-shareholders at the same or at lesser rates than to members or shareholders.

(3) The amount that is allocated, credited or paid to members, shareholders, non-members or non-shareholders in each fiscal year shall be known as the patronage return.

(4) The corporation may by by-law provide that, where the value of the goods or products acquired, marketed, handled, dealt in or sold, or services rendered by the corporation from or on behalf of or to any member, shareholder, non-member or non-shareholder in any year does not exceed $50, or such lesser amount as is specified in the by-law, no patronage return shall be allocated, credited or paid to such member, shareholder, non-member or non-shareholder. R.S.O. 1960, c. 71, s. 133.

152.—(1) A company may by by-law provide that in each fiscal year the whole, or such part as the directors may determine, of the patronage return of each shareholder shall be applied to the purchase for the shareholder of a stated number of unissued shares of the company or a stated number of issued shares of the company, if obtainable.

(2) Where a company has enacted a by-law under subsection 1 and the whole or part of the patronage return of a shareholder is required to be invested in issued shares, the company shall mail a written notice to such shareholder stating the number of shares to be purchased by him.
Purchase of shares on behalf of shareholder required to purchase

(3) Unless within thirty days from the date of mailing of the notice referred to in subsection 2 the shareholder required to purchase issued shares has presented for transfer to himself the number of shares that he is required to purchase, the company may on behalf of such shareholder,

(a) purchase the required number of shares from shareholders who are willing to sell shares;

(b) pay out of the patronage return of such shareholder the purchase price;

(c) transfer such shares to the shareholder; and

(d) issue and forward to such shareholder a certificate representing such shares. R.S.O. 1960, c. 71, s. 134 (1-3).

Compulsory borrowing

(4) A corporation may enact by-laws requiring its shareholders or members to lend to it the whole, or such part as the directors may determine, of the patronage returns to which they may become entitled in each fiscal year, upon such terms and at such rate of interest, as the by-laws provide. R.S.O. 1960, c. 71, s. 134 (4); 1968, c. 19, s. 11.

Idem

(5) No shareholder shall be required under this section to purchase issued or unissued shares at a price in excess of the par value thereof or issued shares when no such shares are available for purchase.

Idem

(6) When the corporation is insolvent, no member or shareholder shall be required under this section to lend his patronage return and no shareholder shall be required to purchase shares of the corporation.

Idem

(7) This section does not prevent a member or shareholder from receiving so much of his patronage return as has not been appropriated to loans to the corporation or to the purchase of shares of the corporation in accordance with the by-laws. R.S.O. 1960, c. 71, s. 134 (5-7).

Purchase of shares by company

153.—(1) Subject to subsections 2 and 3, a company,

(a) with the consent of a shareholder, may purchase for redemption all or part of the shares held by such shareholder upon payment of such an amount, not exceeding the par value of the shares, as is agreed upon; and

(b) when a corporate shareholder is about to be dissolved or a shareholder has failed for a period of two years to transact any business with the company, may purchase for redemption the shares of such shareholder or require the transfer of such shares to another person at the book value or par value, whichever is the lesser.
(2) No company, 
(a) shall use for the purchase of shares for redemption in a fiscal year an amount in excess of 50 per cent of the accumulated reserve funds;
(b) shall purchase for redemption in a fiscal year more than 10 per cent of the shares outstanding at the beginning of the year;
(c) shall purchase shares for redemption where the company is insolvent or so as to render the company insolvent or so as to reduce the number of shareholders to fewer than ten.

(3) Where a share is purchased for redemption by a company, it shall be thereby cancelled and the authorized and issued capital shall be thereby decreased.

(4) Where shares are subject to purchase for redemption and the company gives to the shareholder written notice of purchase in which the shareholder is requested to surrender the share certificates, if any, for cancellation and the shareholder fails to comply within the time specified, not being less than thirty days after the giving of such notice, the company may pay the purchase price into a chartered bank to the credit of the shareholder and cancel the shares. R.S.O. 1960, c. 71, s. 135.

154.—(1) On any distribution of the property of a corporation without share capital, member loans and patronage returns that are lent to the corporation rank after the ordinary debts.

(2) A corporation may enact by-laws providing that, upon the dissolution of the corporation and after the payment of all debts and liabilities, including any declared and unpaid dividends and the amount paid up on outstanding shares, if any, the remaining property of the corporation or part thereof may be distributed or disposed of,

(a) equally among the members or shareholders irrespective of the number of shares held by a shareholder;
(b) among the members or shareholders at the time of dissolution on the basis of patronage returns accrued to such members or shareholders during the five fiscal years immediately preceding the dissolution or after the date of incorporation; or
(c) to charitable organizations or to organizations whose objects are beneficial to the community. R.S.O. 1960, c. 71, s. 136.
By-laws

155.—(1) A corporation may pass by-laws providing for,

(a) the division of its members or shareholders into groups, either territorially or on the basis of common interest;

(b) the election of some or all of its directors,
   (i) by such groups on the basis of the number of members or shareholders in each group or the volume of business done by each group with the corporation, or both, or
   (ii) for the groups in a defined geographical area, by the delegates of such groups meeting together;

(c) the election of delegates and alternative delegates to represent each group on the basis of the number of members or shareholders in each group or the volume of business done by each group with the corporation, or both;

(d) where all of the members or shareholders are corporations, the election of delegates and alternative delegates to represent such corporations on the basis of the number of members or shareholders in each corporation or the volume of business done with each corporation, or both;

(e) the number and method of electing delegates;

(f) the holding of meetings of delegates;

(g) the authority of delegates at meetings or providing that a meeting of delegates shall for all purposes be deemed to be and to have all the powers of a meeting of the members or shareholders;

(h) the holding of meetings of members, shareholders or delegates territorially or on the basis of common interest;

(i) the payment of expenses of delegates attending meetings.

(2) A delegate has only one vote and shall not vote by proxy.

(3) No person shall be elected a delegate who is not a member or shareholder of the corporation or a director, officer, member or shareholder of a corporate member or shareholder of the corporation.

(4) No such by-law shall prohibit members or shareholders from attending meetings of delegates and participating in the discussions at such meetings. R.S.O. 1960, c. 71, s. 137.

By-laws to be confirmed

156.—(1) A by-law of a corporation passed under this Part is not effective until it has been confirmed by a vote of two-thirds of the members or shareholders present or represented at a meeting duly called for considering it.
(2) A by-law of the corporation binds the corporation and its members or shareholders to the same extent as if the by-law had been signed and sealed by each member or shareholder and contained covenants on behalf of each member or shareholder, his heirs, executors, administrators or assigns to conform thereto. R.S.O. 1960, c. 71, s. 138.

157.—(1) A corporation shall,
(a) file in the office of the Minister, within thirty days after confirmation by its members or shareholders, copies of all its by-laws certified under its corporate seal;
(b) deliver a copy of its by-laws to a member or shareholder when requested in writing so to do;
(c) transmit within ten days after each annual meeting to the Minister a copy of its financial statement and a copy of its auditor’s report;
(d) send to every person entitled to notice of its annual meeting with the notice of the annual meeting a copy of its financial statement and a copy of its auditor’s report; and
(e) upon the request in writing of a member or shareholder, send to such member or shareholder a copy of its financial statement and a copy of its auditor’s report.

(2) Clause c of subsection 1 does not apply to a corporation registered under The Prepaid Hospital and Medical Services Act.

(3) A corporation that fails to comply with subsection 1 is guilty of an offence and on summary conviction is liable to a fine of not more than $200, and every director or officer of the corporation who authorizes, permits or acquiesces in such failure is guilty of an offence and on summary conviction is liable to a like fine. R.S.O. 1960, c. 71, s. 139.

158.—(1) A corporation has power to carry on, encourage and assist educational and advisory work relating to co-operatives and the co-operative ideal.

(2) A corporation may enact by-laws authorizing the deduction from the patronage return allocated, credited or paid to each of its members or shareholders of an amount not exceeding $1 a year and authorizing the payment of the amount deducted to a union or federation of corporations for educational purposes. R.S.O. 1960, c. 71, s. 140.

159. The Lieutenant Governor in Council may declare that a corporation is no longer subject to this Part and change such corporation’s name, if it appears to the Lieutenant Governor in
Council that 50 per cent or more in value of the business of the corporation during its last fiscal year was transacted with persons or corporations that were neither members nor shareholders of the corporation. R.S.O. 1960, c. 71, s. 141.

PART VI

INSURANCE CORPORATIONS

160. In this Part, unless the context otherwise requires, the words and expressions defined in section 1 of The Insurance Act have the same meaning as in that Act. R.S.O. 1960, c. 71, s. 142.

161.—(1) This Part applies to all applications for incorporation of insurers intending to undertake contracts of insurance in Ontario, and to such insurers when incorporated, and to all insurers incorporated before the 30th day of April, 1954, under the laws of Ontario.

(2) Except where inconsistent with this Part and except as provided in subsection 3, the other provisions of this Act apply to all such insurers. R.S.O. 1960, c. 71, s. 143 (1, 2).

(3) Sections 98 to 108 and 111 do not apply to insurers undertaking and transacting life insurance. 1966, c. 28, s. 15.

162.—(1) A joint stock insurance company may be incorporated for the purpose of undertaking and transacting any class of insurance for which a joint stock insurance company may be licensed under The Insurance Act.

(2) Applicants for incorporation shall, immediately before the application is made, publish in at least four consecutive issues of The Ontario Gazette notice of their intention to apply, and shall also, if so required by the Minister, publish elsewhere notice of such intention.

(3) Applicants for incorporation shall also give at least one month's notice to the Superintendent of their intention to apply for incorporation. R.S.O. 1960, c. 71, s. 144.

163.—(1) In this section, “money received on account of shares” includes money received as premium on shares. R.S.O. 1960, c. 71, s. 145 (1).

(2) The authorized capital of a company shall be not less than $500,000.
A company whose authorized capital immediately before the 13th day of June, 1968 was less than $500,000 shall not decrease its authorized capital, and subsection 2 does not apply to the corporation until its authorized capital is increased to $500,000 or more. 1968, c. 19, s. 12, amended.

The authorized capital shall be divided into shares of $100 each, but, where not less than $200,000 of the authorized capital has been paid in in cash, the shares or any class of shares may be redivided into shares having a par value of $1 or a multiple thereof, or an additional class or classes of shares having a par value of $1 or a multiple thereof may be created. R.S.O. 1960, c. 71, s. 145 (4); 1962-63, c. 24, s. 5.

All money received on account of shares shall be paid into a branch or agency in Ontario of a chartered bank of Canada or into a registered trust company in trust for the proposed company, and no money paid on account of shares before the first general meeting of the company has been organized shall be withdrawn or paid over to the company until after such meeting has been organized and an election of directors held thereat.

A subscription for shares made before the granting of a licence under The Insurance Act shall contain the stipulation that all money received on account of shares will be returned to the subscribers without any deduction for promotion, organization or other expenses, in case the insurer fails to procure such a licence. R.S.O. 1970, c. 224

A subscription for shares shall contain the stipulation that no sum will be used or paid, before or after incorporation, for commission, promotion or organization expenses in excess of a percentage, not exceeding 15, of the amount of money received on account of shares. R.S.O. 1960, c. 71, s. 145 (5-7).

164.—(1) In subsection 2, “surplus to policyholders” means surplus of assets over liabilities excluding issued capital shown in the annual financial statement of the company at the end of the next preceding calendar year as filed with and approved by the Superintendent.

Where a company undertaking life insurance has insurance in force of less than $25,000,000 and has a surplus to policyholders of more than $500,000, the directors may pass a by-law authorizing an application to the Lieutenant Governor for the issue of supplementary letters patent decreasing its authorized, subscribed and paid-in capital by not more than 50 per cent.

The by-law and the supplementary letters patent shall declare the new par value of the shares and the liability of the shareholders on partially paid-in shares.
Application, when to be made

Surplus not to be decreased by dividends to shareholders

(4) The application shall not be made until the by-law has been confirmed by a vote of the shareholders present or represented by proxy at a general meeting duly called for considering it and holding not less than two-thirds of the votes cast at such meeting.

(5) The supplementary letters patent shall contain a provision that any surplus created by reason of such decrease of capital will not be decreased by dividends subsequently declared to shareholders. R.S.O. 1960, c. 71, s. 146.

165. A company undertaking life insurance may, by resolution passed at a special general meeting called for such purpose, provide that subsections 2, 3 and 4 of section 194 and sections 196 and 197 apply to such company. R.S.O. 1960, c. 71, s. 147.

166. Subject to the approval of the agreement of amalgamation under The Insurance Act, section 114 of this Act applies to the amalgamation of two or more joint stock insurance companies. R.S.O. 1960, c. 71, s. 148.

167.—(1) Subject to The Insurance Act, a mutual corporation incorporated under the laws of Ontario transacting life insurance may amalgamate with or transfer its contracts to or reinsure such contracts with any licensed insurer transacting life insurance and may enter into all agreements necessary to such amalgamation, transfer or reinsurance.

(2) Notwithstanding anything in its Act or instrument of incorporation or in its constitution and by-laws, the board of directors may enter into any such agreement on behalf of the mutual corporation through its president and secretary, but no such agreement is binding or effective unless evidence satisfactory to the Superintendent is produced showing that the agreement has been confirmed by a vote of the majority of the members present or duly represented by proxy at a general or special general meeting of the mutual corporation and unless the agreement has been approved by the Lieutenant Governor in Council under The Insurance Act.

(3) Notwithstanding anything in its Act or instrument of incorporation or in its constitution and by-laws, or in any policy or certificate or other document evidencing a contract issued by a mutual corporation, or in the constitution or laws of or certificates issued by a fraternal society whose contracts have been assumed by the mutual corporation or for which the mutual corporation has become responsible, the terms of any such agreement so confirmed and approved are valid and binding as of the date stipulated in the agreement upon all the members of the mutual corporation and upon their beneficiaries and legal representatives and upon all persons deriving legal rights from any such member or beneficiary so long as they do not involve any new or increased obligations.
rates of contribution or premium, and the claims of all persons under any such contract of insurance shall be restricted to such benefits only as are continued in accordance with the terms of such agreement, and such contracts shall be deemed to be amended accordingly.

(4) Upon the coming into force of any such agreement, the reinsurer, in complying with the requirements of The Insurance Act in respect of the valuation of contracts so reinsured or transferred, is entitled to base its valuation upon such tables of mortality and upon such rates of interest as would have been authorized by law for such mutual corporation if no such agreement had been made. R.S.O. 1960, c. 71, s. 149.

168.—(1) A mutual or cash-mutual corporation with guarantee capital stock may be incorporated for the purpose of undertaking and transacting any class of insurance for which a mutual or cash-mutual insurance corporation may be licensed under The Insurance Act.

(2) A mutual insurance corporation without guarantee capital stock may be incorporated for the purpose of undertaking contracts of fire insurance on the premium note plan upon agricultural property, weather insurance or live stock insurance. R.S.O. 1960, c. 71, s. 150.

(3) A mutual insurance corporation without guarantee capital stock, all the members of which are corporations mentioned in subsection 2, may be incorporated for the purpose of reinsuring contracts of insurance entered into by its members, and such a corporation may enter into contracts of reinsurance with any licensed insurer for the purpose of retroceding all or part of reinsurance contracts entered into by it with its members. 1968-69, c. 16, s. 7.

169.—(1) Ten freeholders in any municipality may call a meeting of the freeholders thereof to consider whether it is expedient to establish therein a mutual fire insurance corporation without guarantee capital stock to undertake contracts of fire insurance on the premium note plan upon agricultural property.

(2) The meeting shall be called by advertisement, stating the time, place and object of the meeting, and the advertisement shall be published once in The Ontario Gazette and at least once a week for three consecutive weeks in a newspaper published in the county or district in which the municipality is situate.

(3) If thirty freeholders are present at the meeting and a majority of them determine that it is expedient to establish a mutual fire insurance corporation, they may elect from among themselves three persons to open and keep a subscription book in which owners of real or personal property in Ontario may sign their names and enter the sum for which they respectively bind themselves to effect insurance in the corporation.
When meeting may be called

(4) When 100 or more of such owners have signed their names in the subscription book and bound themselves to effect insurance in the corporation amounting in the aggregate to $250,000 or more, a meeting shall be called as hereinafter provided.

How meeting to be called

(5) When the subscription has been completed, any ten of the subscribers may call the first meeting of the proposed corporation at such time and place in the municipality as they determine by sending a printed notice by mail, addressed to each subscriber at his post office address, at least ten days before the day of the meeting, and by advertisement in a newspaper published in the county or district in which the municipality is situate.

Contents of notice

(6) The notice and advertisement shall state the object of the meeting and the time and place at which it is to be held.

Election of directors

(7) At such meeting, or at any adjournment of it, the name and style of the company, which shall include the words “fire” and “mutual”, shall be adopted, an acting secretary appointed, a board of directors elected as hereinafter provided and a central and generally accessible place in the municipality, or in a municipality adjacent thereto, named, at which the head office of the company is to be located.

Quorum of meeting

(8) The presence of at least twenty-five of the subscribers is necessary to constitute a valid meeting.

First meeting of directors

(9) As soon as convenient after the meeting, the acting secretary shall call a meeting of the board of directors for the election from among themselves of a president and a vice-president, for the appointment of a secretary and a treasurer or a secretary-treasurer or a manager and for the transaction of such other business as may be brought before the meeting.

Certain documents to be delivered

(10) With the application for incorporation, the applicants shall produce to the Minister, certified as correct under the hands of the chairman and secretary,

(a) a copy of the minutes of the meeting, including all resolutions respecting the objects of the proposed corporation, its name and the location of its head office;

(b) a copy of the subscription book;

(c) a list showing the names and addresses of the directors elected and of the officers appointed; and

(d) such further information as the Minister may require.

Production of originals

(11) There shall also, for verification, be produced to the Minister, if requested, the originals of such documents.

Minister to ascertain correctness of proceedings

(12) The Minister shall ascertain and determine whether the proceedings for the incorporation have been taken in accordance with this section and whether the subscriptions are bona fide and by persons possessing property to insure. R.S.O. 1960, c. 71, s. 151 (1-12).
(13) A mutual insurance corporation without guarantee capital stock incorporated for the purposes of undertaking contracts of fire insurance on the premium note plan has and is limited to the power to,

(a) undertake contracts of fire insurance upon agricultural property or property that is not mercantile or manufacturing or hazardous, on the premium note plan in accordance with The Insurance Act;

(b) in respect of property that it insures against fire, undertake contracts of property damage insurance, theft insurance or any class or classes of insurance set out in section 27 of The Insurance Act; and

(c) undertake contracts of employers' liability insurance or public liability insurance as defined in The Insurance Act in the case of persons whose property it insures against fire, but such insurance shall be limited to liability arising from the use and occupancy of the property insured against fire.

(14) The letters patent of a mutual insurance corporation without guarantee capital stock incorporated for the purposes of undertaking contracts of fire insurance on the premium note plan shall be deemed to include power to undertake all the classes of insurance set out in subsection 13. R.S.O. 1968-69, c. 16, s. 8.

170.—(1) Ten owners of livestock in any municipality may call a meeting of the owners of livestock to consider whether it is expedient to establish a livestock insurance corporation upon the mutual plan.

(2) The mode of calling such meeting and the proceedings for the formation of the corporation shall be the same mutatis mutandis as in the case of the formation of a mutual fire insurance corporation without guarantee capital stock, except that the determination that it is expedient to establish the corporation shall be by thirty residents of the municipality, being owners of livestock in Ontario, and that the meeting for the organization of the corporation shall not be held unless fifty owners of livestock in Ontario have signed their names to the subscription book and bound themselves to effect insurance in the corporation that in the aggregate amounts to $50,000 or more.

(3) The letters patent or supplementary letters patent shall limit the powers of a mutual livestock insurance corporation incorporated under this section to undertaking contracts of insurance on the premium note plan against loss of livestock by fire, lightning, accident, disease or any other means, except that of design on the part of the insured or by the invasion of an enemy or by insurrection. R.S.O. 1960, c. 71, s. 152.
171.—(1) Ten owners of agricultural property in any municipality may call a meeting of the owners of agricultural property to consider whether it is expedient to establish therein a weather insurance corporation upon the mutual plan.

(2) The mode of calling such meeting and the proceedings for the formation of the corporation shall be the same mutatis mutandis as in the case of the formation of a mutual fire insurance corporation without guarantee capital stock, except that the determination that it is expedient to establish the corporation shall be by thirty residents of the municipality, being owners of agricultural property in Ontario, and that the meeting for the organization of the corporation shall not be held unless fifty owners of agricultural property in Ontario have signed their names to the subscription book and bound themselves to effect insurance in the corporation that in the aggregate amounts to $50,000 or more.

(3) The letters patent or supplementary letters patent shall limit the powers of a mutual weather insurance corporation without guarantee capital stock incorporated under this section to undertaking contracts of insurance on the premium note plan on any kind of agricultural property or property that is not mercantile or manufacturing against loss or injury arising from such atmospheric disturbances, discharges or conditions as the contract of insurance specifies. R.S.O. 1960, c. 71, s. 153.

172. No cash-mutual insurance corporation shall be incorporated unless formed with guarantee capital stock as hereinafter provided. R.S.O. 1960, c. 71, s. 154.

173. Sections 174 to 179 apply only to cash-mutual fire insurance corporations licensed under The Insurance Act before the 1st day of January, 1914. R.S.O. 1960, c. 71, s. 155.

174.—(1) A cash-mutual insurance corporation that had a share capital on the 1st day of January, 1925, with the assent of the Lieutenant Governor in Council, may from time to time increase its share capital to such an amount as he considers expedient.

(2) Notice of an application to the Lieutenant Governor in Council under this section shall be published in at least four consecutive issues of The Ontario Gazette. R.S.O. 1960, c. 71, s. 156.

175. A subscriber to such share capital, on allotment of one or more shares, becomes a shareholder of the corporation. R.S.O. 1960, c. 71, s. 157.
176. No insurance on the wholly cash plan makes the insured a member of the corporation or liable to contribute or pay any sum to the corporation, or to its funds, or to any other member thereof, beyond the cash premium agreed upon, or gives him any right to participate in the profits or surplus funds of the corporation. R.S.O. 1960, c. 71, s. 158.

177. The net annual profits and gains of the corporation, not including therein any premium notes, shall be applied in the first place to pay a dividend on the share capital at a rate not exceeding 10 per cent per annum, and the surplus, if any, shall be applied in the manner provided by the by-laws of the corporation. R.S.O. 1960, c. 71, s. 159.

178.—(1) A corporation that has surplus assets, not including premium notes, sufficient to reinsure all its outstanding risks may be formed into a joint stock company upon making application in the manner provided in this Act for the incorporation of joint stock insurance companies.

(2) The application shall not be made until approved by the members by a vote representing at least two-thirds of the amount of the unexpired risks, and, if the corporation has share capital, by a vote of at least two-thirds of the issued capital stock represented at an annual general meeting or at a special general meeting and by three-fourths in number of the directors of the corporation in writing signed by them.

(3) Notice of the intention to make the application and of the consideration thereof at such meeting shall be published in at least four consecutive issues of The Ontario Gazette and in a newspaper published in the county or district in which the head office of the corporation is situate at least once a week for four consecutive weeks before the holding of the meeting.

(4) A person who is a member of the corporation on the day of the meeting is entitled to priority in subscribing to the capital stock of the corporation for one month after the opening of the books of subscription in the ratio that the insurance held by him bears to the aggregate of the unexpired risks then in force. R.S.O. 1960, c. 71, s. 160.

179. A corporation formed under section 178 is answerable for all liabilities of the corporation from which it has been formed and may sue and be sued under its new corporate name, and the assets and property of the old corporation are vested in the new corporation from the date of its formation. R.S.O. 1960, c. 71, s. 161.
180. — (1) A mutual or cash-mutual insurance corporation
may be formed with an authorized guarantee capital stock of not
less than $300,000 and not more than $500,000.

(2) The guarantee capital stock shall be divided into shares of
$100 each. R.S.O. 1960, c. 71, s. 162.

181. The holders of the guarantee capital stock are entitled to
a semi-annual dividend of not more than 4 percent per annum on
their respective shares if there is sufficient surplus in excess of the
guarantee capital stock outstanding, after providing for all
liabilities and reserves, to pay such dividend. R.S.O. 1960, c. 71,
s. 163.

182. The guarantee capital shall be applied to the payment of
losses only when the corporation has exhausted its assets exclu-
sive of uncollected premiums and, when thus impaired, the
directors may make good the whole or any part of it by
assessments upon the contingent funds of the corporation at the
date of the impairment. R.S.O. 1960, c. 71, s. 164.

183. Shareholders and members of such corporations are
subject to the provisions of this Act relative to their right to vote
as applied to shareholders and policyholders in mutual or cash-
mutual corporations incorporated without guarantee capital
stock. R.S.O. 1960, c. 71, s. 165.

184. — (1) The guarantee capital stock shall be retired when
the profits accumulated equal 2 percent of the insurance in force.

(2) The guarantee capital stock may be reduced or retired by
vote of the policyholders of the corporation with the assent of the
Superintendent if the net assets of the corporation, above its
reinsurance reserve and all other claims and obligations, exclusive
of the guarantee capital stock, for the two years last preceding
and including the date of its last annual statement, are not less
than 25 percent of the guarantee capital stock.

(3) Notice of the intention of the corporation to reduce or
retire the guarantee capital stock shall be published in at least
four consecutive issues of The Ontario Gazette, not less than thirty
days before the meeting when such action may be taken, and
elsewhere if so required by the Superintendent. R.S.O. 1960,
c. 71, s. 166.

185. No mutual or cash-mutual insurance corporation with a
guarantee capital stock, that has ceased to do new business, shall
divide among its shareholders any part of its assets or guarantee
capital, except income from investments, until it has performed or
cancelled its policy obligations and upon proof to the Superin-
tendent that such policy obligations have been performed or
cancelled. R.S.O. 1960, c. 71, s. 167.
186. Sections 187 to 202 apply only to mutual and cash-mutual fire insurance corporations and to mutual live stock corporations and mutual weather insurance corporations. R.S.O. 1960, c. 71, s. 168.

187.—(1) A person insured under a policy issued by a corporation shall, from the date upon which the insurance becomes effective, be deemed a member of such corporation.

(2) No member is liable in respect of any claim or demand against the corporation beyond the amount unpaid on his premium note.

(3) A member may, with the consent of the directors, withdraw from the corporation on such terms as the directors lawfully prescribe, subject to The Insurance Act. R.S.O. 1960, c. 71, s. 169.

188.—(1) A meeting of the shareholders and members for the election of directors shall be held within the first two months of every year at such time and place as the by-laws of the corporation prescribe.

(2) Before the election, the annual statement for the year ending on the previous 31st day of December shall be presented and read. R.S.O. 1960, c. 71, s. 170.

189. If an election of directors is not made on the day on which it ought to have been made, the corporation shall not for that cause be dissolved, but the election may be held on a subsequent day at a meeting to be called by the directors or as otherwise provided by the by-laws of the corporation, and in such case the directors then in office continue to hold office until their successors are elected. R.S.O. 1960, c. 71, s. 171.

190.—(1) Notice of every annual or special general meeting of the corporation shall be sent by mail to every shareholder and member and shall be published in a newspaper published at or near the place where the head office is located at least seven days before the day of the meeting.

(2) The directors may call a general meeting of the corporation at any time.

(3) The directors shall, at least seven days before the day of the annual meeting, send to each member by mail the annual statement for the year ending on the previous 31st day of December, which shall be certified by the auditors and shall be in the form prescribed by the regulations made under section 80 of The Insurance Act. R.S.O. 1970, c. 224.
191.—(1) A member of the corporation is entitled at all meetings of the corporation to the number of votes in proportion to the amount of insurance held by him according to the following scale: under $1,500, one vote; $1,500 or over but under $3,000, two votes; and $3,000 or over, three votes; but no member is entitled to vote while in arrear for any assessment or cash payment due by him to the corporation.

(2) Where a policy on the premium note plan is made to two or more persons, one only is entitled to vote, and the right of voting belongs to the one first named on the register of policyholders if he is present or, if not present, to the one who stands second, and so on.

(3) Where property is insured by a trustee board, any member of the board or its secretary-treasurer duly appointed in writing pursuant to its resolution may vote on its behalf. R.S.O. 1960, c. 71, s. 173.

192. No applicant for insurance is competent to vote or otherwise take part in the corporation's proceedings until his application has been accepted by the directors. R.S.O. 1960, c. 71, s. 174.

193.—(1) No person is eligible to be or shall act as a director unless he is a member of the corporation and insured therein for the time he holds office,

(a) in the case of a live stock insurance corporation, to an amount not less than $200; and

(b) in the case of every other corporation, to an amount not less than $800.

(2) Where the corporation has a share capital, not less than two-thirds of the directors shall also be holders of shares, each to an amount not less than $1,000, upon which all calls have been paid.

(3) The president or director of a member corporation that has the qualifications that would qualify an individual to be a director is eligible to be a director of the corporation.

(4) Where a partnership has the qualifications that would qualify an individual to be a director of the corporation, one member of the partnership is eligible to be a director of the corporation. R.S.O. 1960, c. 71, s. 175.

194.—(1) The board shall consist of six, nine, twelve or fifteen directors, to be determined by resolution passed at the meeting held under subsection 5 of section 169.
(2) The number of directors may from time to time be increased or decreased if so determined at a special general meeting of the corporation called for the purpose, or at an annual general meeting, if notice in writing of the intention to propose a by-law for that purpose at such annual meeting is given to the secretary of the corporation at least one month before the holding of the meeting, but the increased or decreased number of directors shall in any such case be six, nine, twelve or fifteen.

(3) Where such a notice has been given to the secretary, that fact shall be stated in the notice of the annual general meeting.

(4) With the copy of the by-law filed with the Superintendent there shall be filed a list of the directors elected thereunder certified under the hands of the chairman and secretary of the meeting. R.S.O. 1960, c. 71, s. 176.

195. At any annual general meeting of the shareholders or members of a corporation, or at any special general meeting thereof, if such purpose was clearly expressed in the notice of the special general meeting, it is lawful to pass by-laws for the remuneration of the directors, and a certified copy of every such by-law shall, within seven days after its passing, be filed with the Superintendent. R.S.O. 1960, c. 71, s. 177.

196. One-third of the directors shall retire annually, in rotation, and, at the first meeting of the directors or as soon thereafter as possible, it shall be determined by lot which of them shall hold office for one, two or three years respectively, and the determination shall be entered on the minutes of the meeting. R.S.O. 1960, c. 71, s. 178.

197. At every annual general meeting thereafter, one-third of the total number of directors shall be elected for a period of three years to fill the places of the retiring directors, who are eligible for re-election. R.S.O. 1960, c. 71, s. 179.

198. The manager of the corporation, although he has not the qualifications required by section 193, may be a director of the corporation and may be paid an annual salary under a by-law passed as provided by section 195. R.S.O. 1960, c. 71, s. 180.

199.—(1) No agent or paid officer, or officer of the bankers of the corporation, or person in the employment of the corporation, other than the manager, is eligible to be elected as a director or shall interfere in the election of directors.

(2) Nothing in this section applies to a person receiving applications for insurance or taking to his own use the customary application, survey or policy fee or prevents a director from so doing. R.S.O. 1960, c. 71, s. 181.
200.—(1) The election of directors shall be held and made by such shareholders and members as attend for that purpose in person, or in the case of a corporation or partnership by a director, officer or member authorized in writing to represent it.

(2) The election shall be by ballot.

(3) If two or more members have an equal number of votes so that less than the whole number to be elected appear to have been chosen directors by a majority of votes, the members present shall proceed to ballot until it is determined which of the persons so having an equal number of votes shall be the director or directors.

(4) The directors shall, at their first meeting after any such election, elect by ballot from among themselves a president and vice-president, and the secretary shall preside at such election. R.S.O. 1960, c. 71, s. 182.

201. If a vacancy occurs among the directors, during the term for which they have been elected, by death, resignation, ceasing to have the prescribed qualification, insolvency or by absence without previous leave of the directors from three successive regular meetings, which shall ipso facto create such vacancy, the vacancy, in the case of a board limited to six directors, shall be filled and, in the case of a board limited to a number of directors exceeding six, may be filled until the next annual general meeting by any person duly qualified chosen by a majority of the remaining directors as soon as may be after the vacancy occurs, and at the next annual general meeting the vacancy shall be filled for the portion of the term still unexpired. R.S.O. 1960, c. 71, s. 183.

202.—(1) A majority of the directors constitutes a quorum for the transaction of business, and, in the case of an equality of votes at any meeting, the question passes in the negative.

(2) A director disagreeing with the majority at a meeting may have his dissent recorded with his reasons therefor. R.S.O. 1960, c. 71, s. 184.

203.—(1) Every officer or person appointed or elected to any office concerning the receipt or proper application of money shall furnish security for the just and faithful execution of the duties of his office according to the by-laws or rules of the corporation, and any person entrusted with the performance of any other service may be required to furnish similar security, and security so furnished and then subsisting shall be produced to the auditors at the annual audit.
(2) The security given by the treasurer or other officer having charge of the money of the corporation shall not be less than $3,000 and shall consist of the bond of a licensed guarantee insurance or surety company. R.S.O. 1960, c. 71, s. 185.

204. Subject to the approval of the agreement of amalgamation under The Insurance Act, section 114 applies mutatis mutandis to the amalgamation of two or more mutual or cash-mutual insurance corporations. R.S.O. 1960, c. 71, s. 186.

205.—(1) Subject to subsection 5, a mutual or cash-mutual insurance corporation may form a permanent reserve fund to consist of such part of the net profits as is from time to time set aside by the directors for that purpose or to be made up by annual assessments for that purpose not exceeding, for any single assessment, 10 per cent on the premium notes held by the corporation until the total of the fund reaches 2 per cent of the corporation insurance in force.

(2) The fund shall be held for the security of the insured and is subject to the provisions of this Act relating to the investment of the funds of insurance companies.

(3) The income from the fund shall be included in the general receipts of the company and constitutes a part of the net profits, if any.

(4) The fund so accumulated shall be used for the payment of losses and expenses when the cash funds of the company in excess of an amount equal to its liabilities, including guarantee capital, if any, are exhausted, and, when the fund is drawn upon the allocation of profits or assessments as aforesaid, may be renewed or continued until the limit of accumulation is reached.

(5) The fund shall not be reduced by the payment of dividends to shareholders or members or by reduction of current premiums below the limit of 2 per cent of the insurance in force hereinbefore mentioned, but it may be increased beyond such limit if the company so desires.

(6) This section does not apply to corporations undertaking life insurance nor to purely mutual fire insurance corporations insuring risks other than mercantile or manufacturing, upon the premium note plan, nor to purely mutual live stock or weather insurance companies, carrying on business on the premium note plan. R.S.O. 1960, c. 71, s. 187.

206.—(1) The Lieutenant Governor may in his discretion, by letters patent, issue a charter to any number of persons, not fewer than seventy-five, of twenty-one or more years of age, five of whom apply therefor, constituting such persons and any others
who have signed the membership book, and persons who thereafter become members in the fraternal society thereby created, a corporation for the purposes of undertaking any class of insurance for which a fraternal society may be licensed under The Insurance Act.

R.S.O. 1970, c. 224

(2) The applicants for incorporation, immediately before the application, shall publish in at least four consecutive issues of The Ontario Gazette notice of their intention to apply and shall also, if so required, publish elsewhere notice of such intention.

Notice

Particulars of application

(3) The application for the incorporation of a fraternal society shall show,

(a) its proposed name;

(b) the place in Ontario where its head office is to be situate;

(c) the name in full, the place of residence and the calling of each of the applicants who are to be its first trustees or managing officers;

(d) such other information as the Minister requires.

Other documents

(4) The application shall be accompanied by the original membership book or list containing the signatures duly certified of at least seventy-five persons who thereby agree to become members of the fraternal society if and when incorporated, by a copy of the proposed by-laws of the fraternal society and by evidence that the approval of the Superintendent to the proposed by-laws and rules has been obtained. R.S.O. 1960, c. 71, s. 188.

Organization meeting

207. Within thirty days after the issue of the letters patent and upon due notice to all members of the society, an organization meeting of the society shall be held at which the by-laws shall be adopted and the officers of the society elected. R.S.O. 1960, c. 71, s. 189.

Incorporation of foreign fraternal society

208.—(1) Where a fraternal society licensed under The Insurance Act has its head office elsewhere than in Ontario, the grand or other provincial body of the lodges or a majority of the lodges in Ontario may apply to the Lieutenant Governor for the issue of a charter and, from the time of the issue of the letters patent, the applicants become a corporation for the purpose of undertaking any class of insurance for which a fraternal society may be licensed under The Insurance Act.

Application of s. 206 (1)

(2) Subsection 1 of section 206 applies to an incorporation under this section.

Approval of Superintendent

(3) Before the issue of the letters patent, evidence shall be produced to the Minister that the approval of the Superintendent to the application has been secured. R.S.O. 1960, c. 71, s. 190.
209. An auxiliary or local subordinate body or branch of a licensed fraternal society may be separately incorporated by like proceedings. R.S.O. 1960, c. 71, s. 191.

210.—(1) Subject to The Insurance Act, any fraternal society may amalgamate with any other fraternal society or transfer all or any portion of its contracts to or reinsure them with any insurer licensed for the transaction of life insurance and may enter into all agreements necessary to such amalgamation, transfer or reinsur-

(2) Notwithstanding anything in its Act or instrument of incorporation or in its constitution and by-laws, the governing executive authority may enter into any such agreement on behalf of the society through its principal officer and secretary, but no such agreement is binding or effective unless evidence satisfactory to the Superintendent is produced showing that the principle of amalgamation, transfer or reinsurance has been approved and that the agreement has been confirmed by a vote of the majority of the members present or duly represented at a general or special meeting of the supreme legislative or governing body of the society duly called. R.S.O. 1960, c. 71, s. 192.

211. Subsection 4 of section 114 applies mutatis mutandis to the amalgamation of two or more fraternal societies. R.S.O. 1960, c. 71, s. 193.

212.—(1) A mutual benefit society may be incorporated for the purpose of undertaking any class of insurance for which a mutual benefit society may be licensed under The Insurance Act, and the provisions of this Part relating to fraternal societies apply mutatis mutandis to the incorporation of mutual benefit societies and to such societies when incorporated.

(2) The proposed name of a mutual benefit society incorporated under this Part shall include the words "mutual benefit". R.S.O. 1960, c. 71, s. 194.

213. Sections 214 to 225 apply to pension fund and employees' mutual benefit societies incorporated under this Part. R.S.O. 1960, c. 71, s. 195.

214. In this section and in sections 215 to 225,

(a) "parent corporation" means a corporation any of whose officers establish a pension fund or employees' mutual benefit society under this Part;

(b) "society" means a pension fund or employees' mutual benefit society incorporated under this Part;
(c) "subsidiary corporation" means a corporation, wherever incorporated, at least 75 per cent of whose issued common shares are owned by a parent corporation. R.S.O. 1960, c. 71, s. 196.

215.—(1) The Lieutenant Governor may in his discretion, by letters patent, issue a charter to any number of persons, not fewer than five, of twenty-one or more years of age, two of whom are officers of a corporation legally transacting business in Ontario who apply therefor, constituting such persons and the employees of such corporation and of its subsidiary corporations who join the society and those who replace them from time to time a pension fund or employees' mutual benefit society corporation.

(2) The application for the incorporation of a pension fund or employees' mutual benefit society shall show,

(a) its proposed name;
(b) the name of its parent corporation;
(c) the place in Ontario where its head office is to be situate;
(d) the name in full and place of residence and calling of each of the applicants; and
(e) the names, not fewer than five, of those who are to be its first directors.

(3) Notice of the application for incorporation of a society shall be published in at least four consecutive issues of The Ontario Gazette and the notice shall state,

(a) its proposed name;
(b) the place in Ontario where its head office is to be situate; and
(c) the name of its secretary. R.S.O. 1960, c. 71, s. 197.

216. The first directors have power to call the first meeting of the society and at such meeting directors may be elected and by-laws may be passed under this Act, and a copy of such by-laws shall be filed with the Minister within two weeks after the passing thereof, and copies of subsequent by-laws in amendment thereof, in addition thereto or diminution therefrom, shall also be filed with the Minister within two weeks after the passing thereof. R.S.O. 1960, c. 71, s. 198.

217.—(1) The affairs of the society shall be administered by a board of directors who shall be appointed or elected in such manner, in such number, with such qualifications and for such period as are determined by the by-laws, but at the first meeting of the society five directors shall be elected, subject to addition to such number if so sanctioned by the by-laws, and other officers
may be appointed in such manner with such remuneration and under such provisions touching their powers and duties as are established by the by-laws.

(2) The board of directors may by by-law entrust the whole or a part of the fund of the society to a trust company licensed under the law of Ontario and may delegate to such trust company all or any of its powers and discretions relating to the custody and management of the fund. R.S.O. 1960, c. 71, s. 199.

218.—(1) In this section, “dependants” means the wives, husbands, and children under twenty-one years of age, including adopted children, of officers or employees within the meaning of this section.

(2) After its incorporation, every pension fund and employees' mutual benefit society has the power, by means of voluntary contribution or otherwise as its by-laws provide, to form a fund or funds and may invest, hold and administer the same and may therefrom,

(a) provide for the support and payment of pensions and other benefits to officers and employees of the parent corporation and its subsidiary corporations who have retired or who cease to be employed by the parent corporation or one of its subsidiary corporations;

(b) provide, in such manner as the by-laws specify, for the payment of pensions, annuities, gratuities or other benefits to the widows and children or other surviving relatives or legal representatives of officers and employees or retired officers and employees of the parent corporation and its subsidiary corporations who have died;

(c) provide for the payment of benefits to officers and employees of the parent corporation or one of its subsidiary corporations by reason of illness, accident or disability;

(d) provide for the payment of benefits by reason of illness, accident or disability to former officers and employees of the parent corporation and its subsidiary corporations who are retired;

(e) provide for the payment of benefits to officers and employees or retired officers and employees of the parent corporation or one of its subsidiary corporations in respect of illness, accident or disability affecting dependants of such officers or employees; and

(f) upon the death of such officers or employees, pay a funeral benefit in such manner as the by-laws specify. 1960-61, c. 13, s. 1.
Power to pass by-laws

219. (1) A pension fund and employees' mutual benefit society has all corporate powers necessary for its purposes and may pass by-laws not contrary to law defining and regulating in the premises, and prescribing the mode of enforcement of, all the rights, powers and duties of,

(a) the society;
(b) its individual members;
(c) the officers and employees of the parent corporation and its subsidiary corporations;
(d) the widows and children or other surviving relatives, or the personal representatives of such officers and employees; and
(e) the parent corporation.

Additional by-laws

(2) Every such society may also make by-laws as aforesaid for,

(a) the formation and maintenance of the fund;
(b) the management and distribution of the fund;
(c) the enforcement of any penalty or forfeiture in the premises; and
(d) the government and ordering of all business and affairs of the society.

Sanction of parent corporation

(3) No such by-law is effective unless it has been sanctioned by the board of directors of the parent corporation. R.S.O. 1960, c. 71, s. 201.

By-laws defining rights and remedies of beneficiaries, etc.

220. All the powers, authority, rights, penalties and forfeitures whatever of the society or of its members, officers or employees, or of such widows and children or other surviving relatives or legal representatives, or of the parent corporation shall be such and such only and may be enforced in such mode and in such mode only, as by such by-laws are defined and limited. R.S.O. 1960, c. 71, s. 202.

Revenue

221. All the revenue of the society, from whatever source derived, shall be devoted exclusively to the maintenance of the society and the furtherance of the objects of the fund and to no other purpose. R.S.O. 1960, c. 71, s. 203.

Contribution by parent corporation

222. The parent corporation may contribute annually or otherwise to the funds of the society by a vote of its directors or its shareholders. R.S.O. 1960, c. 71, s. 204.

Prohibition against member assigning interest

223. The interest of a member in the funds of the society is not transferable or assignable by way of pledge, hypothecation, sale, security or otherwise. R.S.O. 1960, c. 71, s. 205.
Sec. 224.—(1) Where it is shown to the satisfaction of the Minister that the accounts of a society have been materially or wilfully falsified, or where there is filed in the office of the Minister a requisition for audit bearing the signatures, addresses and callings of at least 25 per cent of the members of the society and alleging in a sufficiently particular manner to the satisfaction of the Minister specific fraudulent or illegal acts, or the repudiation of obligations, or insolvency, the Minister may appoint one or more accountants or actuaries who shall, under his direction, make a special audit of the books and accounts and report thereon in writing verified upon oath to the Minister.

(2) Where an audit is requested, the persons requesting it shall, with their requisition, deposit with the Minister security for the costs of the audit in such sum as he fixes, and, where the facts alleged in the requisition appear to the Minister to have been partly or wholly disproved by the audit, he may pay the costs thereof partly or wholly out of the deposit.

(3) The society, its officers and servants shall facilitate the making of such special audit so far as it is in their power and shall produce for inspection and examination by the person so appointed such books, securities and documents as he may require.

(4) Subject to subsection 2, the expense of such special audit shall be borne by the society, and the auditor's account, when approved in writing by the Minister, shall be paid by the society forthwith. R.S.O. 1960, c. 71, s. 206.

225. A society formed under this Act shall at all times when thereunto required by the Minister make a full return of its assets and liabilities and its receipts and expenditures for such period and with such details and other information as the Minister may require. R.S.O. 1960, c. 71, s. 207.

226.—(1) If an insurer incorporated under the law of Ontario, whether under this Act or under any general or special Act, does not go into actual bona fide operation within two years after incorporation, or if, after an insurer has undertaken contracts, such insurer discontinues business for one year, or if its licence remains suspended for one year, or is terminated otherwise than by effluxion of time and is not renewed within the period of sixty days, the insurer's corporate powers ipso facto cease and determine, except for the sole purpose of winding up its affairs, and in any action or proceeding in which such non-user is alleged, proof of user is upon the insurer, and the Supreme Court, upon the petition of the Minister of Justice and Attorney General or of any person interested, may limit the time within which the insurer is to settle and close its accounts, and may, for that purpose or for the purpose of liquidation generally, appoint a receiver. R.S.O. 1960, c. 71, s. 210 (1), amended.
(2) No such forfeiture affects prejudicially the rights of creditors as they exist at the date of the forfeiture. R.S.O. 1960, c. 71, s. 210 (2).

227. In sections 228 to 234, "shareholder" includes member and participating policyholder eligible to vote for a policyholders' director. R.S.O. 1960, c. 71, s. 211.

228.—(1) The directors of an insurer undertaking and transacting life insurance shall lay before each annual meeting of shareholders,

(a) a financial statement for the period commencing on the date of incorporation and ending not more than six months before such annual meeting or commencing immediately after the period covered by the previous financial statement and ending not more than six months before such annual meeting, as the case may be, made up of,

(i) a statement of revenue and expenditure for such period,

(ii) a statement of surplus for such period,

(iii) a balance sheet made up to the end of such period;

(b) the report of the auditor to the shareholders;

(c) such further information respecting the financial position of the insurer as the letters patent, supplementary letters patent or by-laws of the insurer require.

(2) The statements referred to in the subclauses of clause (a) of subsection 1 shall comply with and be governed by sections 229 to 233, but it is not necessary to designate them the statement of revenue and expenditure, statement of surplus and balance sheet.

(3) The statement of surplus referred to in subclause (ii) of clause (a) of subsection 1 and the information required by subsections 2 and 3 of section 230 may be incorporated in and form part of the statement of revenue and expenditure referred to in subclause (i) of clause (a) of subsection 1.

(4) The report of the auditor to the shareholders shall be read at the annual meeting and shall be open to inspection by any shareholder. R.S.O. 1960, c. 71, s. 212.

229.—(1) The statement of revenue and expenditure to be laid before an annual meeting shall be drawn up so as to present fairly the results of the operations of the insurer for the period covered by the statement and so as to distinguish severally at least,

(a) premium income;
(b) income from invested assets;
(c) profit or loss from sale of invested assets;
(d) amounts by which values of invested assets are increased or decreased;
(e) payments to policy holders and beneficiaries, other than the disbursement of moneys previously left on deposit;
(f) increase or decrease in actuarial liability under insurance and annuity contracts;
(g) total remuneration of directors as such from the insurer, including all salaries, bonuses, fees, contributions to pension funds and other emoluments;
(h) premium taxes;
(i) head office, agency, investment and other operating expenses;
(j) the amount transferred to or from general surplus.

(2) Notwithstanding subsection 1, items of the natures described in clauses d and g of subsection 1 may be shown by way of note to the statement of revenue and expenditure. R.S.O. 1960, c. 71, s. 213.

230.—(1) The statement of surplus shall be drawn up so as to present fairly the transactions reflected in it and shall show separately a statement of general surplus and a statement of shareholders' surplus, howsoever designated.

(2) The statement of general surplus shall be drawn up so as to distinguish at least the following items:

1. The balance of each amount making up the total of general surplus as shown in the balance sheet at the end of the preceding financial period.

2. The additions to and deductions from such surplus during the financial period and, without restricting the generality of the foregoing, at least the following:
   i. The amount shown on the statement of revenue and expenditure as transferred to or from general surplus.
   ii. The amount of surplus arising from the issue of shares or the reorganization of the insurer's issued capital, including inter alia,
      (a) the amount of premiums received on the issue of shares at a premium;
      (b) the amount of surplus realized on the purchase for cancellation of shares.
iii. Donations of cash or other property by shareholders.

3. The balance of each amount making up such general surplus as shown in the balance sheet at the end of the financial period.

(3) The statement of shareholders' surplus shall be drawn so as to distinguish at least the following items:

1. The balance of such surplus as shown in the balance sheet at the end of the preceding financial period.

2. The additions to and deductions from such surplus during the financial period and, without restricting the generality of the foregoing, at least the following:
   i. The amount transferred to or from general surplus.
   ii. Provision for taxes on income.
   iii. The amount of dividends declared on each class of shares.

3. The balance of such surplus as shown in the balance sheet at the end of the financial period. R.S.O. 1960, c. 71, s. 214.

231.-(1) The balance sheet to be laid before an annual meeting shall be drawn up so as to present fairly the financial position of the insurer as at the date to which it is made up and so as to distinguish severally at least the following:

1. The invested assets of the insurer as described in Part XVII of The Insurance Act, severally designated as follows:
   i. Cash.
   ii. Preference and common shares.
   iii. Bonds and debentures.
   iv. Mortgages.
   v. Real estate held for sale.
   vi. Real estate held for the production of income.
   vii. Head office buildings.
   viii. Agreements for sale.
   ix. Loans on policies.
   x. Other invested assets stating their nature.

2. Other assets of the insurer distinguishing severally at least the following:
   i. Net outstanding premiums due and deferred.
   ii. Interest and rents due and accrued.
iii. Debts owing to the insurer from its shareholders except debts of reasonable amount arising in the ordinary course of the insurer's business that are not overdue having regard to the insurer's ordinary terms of credit.

iv. The aggregate amount of any outstanding loans under clauses c, d and e of subsection 2 of section 25.

3. The actuarial liability under insurance and annuity contracts.

4. Bank loans and overdrafts.

5. Provision for unpaid and unreported claims.

6. All other liabilities to policyholders.

7. Debts owing by the insurer on loans from its directors, officers or shareholders.

8. Commissions and other debts owing by the insurer segregating those that arose otherwise than in the ordinary course of business.


10. Liability for taxes.

11. Dividends on capital stock declared but not paid.

12. The authorized capital, giving the number of each class of shares and a brief description of each such class and indicating therein any class of shares which is redeemable and the redemption price thereof.

13. The issued capital, giving the number of shares of each class issued and outstanding and the amount received therefor that is attributable to capital, and showing,

(a) the number of shares of each class issued since the date of the last balance sheet and the value attributed thereto, distinguishing shares issued for cash, shares issued for services and shares issued for other consideration; and

(b) where any shares have not been fully paid,

(i) the number of shares in respect of which calls have not been made and the aggregate amount that has not been called, and

(ii) the number of shares in respect of which calls have been made and not paid and the aggregate amount that has been called and not paid.

14. Reserves, as described in clauses a, b and c of subsection 1 of section 234, showing the amounts added thereto and the amounts deducted therefrom during the financial period.
15. The amounts making up the surplus of the insurer severally designated as follows:
   i. General surplus.
   ii. Shareholders’ surplus.
   iii. Other surplus balances indicating their nature. R.S.O. 1960, c. 71, s. 215 (1), amended.

(2) Notwithstanding subsection 1, particulars of the items described in paragraphs 12 and 13 of subsection 1 may be shown by way of note to the balance sheet.

(3) The basis of valuation of the invested assets of the insurer shall be shown by way of note to the balance sheet. R.S.O. 1960, c. 71, s. 215 (2, 3).

232.—(1) There shall be stated by way of note to the financial statement particulars of any change in accounting or actuarial principle or practice or in the method of applying any accounting or actuarial principle or practice made during the period covered that affects the comparability of any of the statements with any of those for the preceding period, and the effect, if material, of any such change upon the results of operations for the period.

(2) Where applicable, the following matters shall be referred to in the financial statement or by way of note thereto:

1. The basis of conversion of amounts from currencies other than the currency in which the financial statement is expressed.

2. Foreign currency restrictions that affect the assets of the insurer.

3. Contractual obligations that will require abnormal expenditures in relation to the insurer’s normal business requirements or financial position or that are likely to involve losses not provided for in the accounts.

4. Contingent liabilities, stating their nature and, where practicable, the approximate amounts involved.

5. Any liability secured otherwise than by operation of law on any asset of the insurer, stating the liability so secured, but it is not necessary to specify the asset on which the liability is secured.

6. The gross amount of arrears of dividends on any class of shares and the date to which such dividends were last paid.

7. Where an insurer has contracted to issue shares or has given an option to purchase shares, the class and number of shares affected, the price and the date for issue of the shares or exercise of the option.
8. Any restriction by the letters patent, supplementary
letters patent or by-laws of the insurer or by contract on
the payment of dividends that is significant in the light
of the insurer’s financial position.

(3) Every note to a financial statement is an integral part of it. R.S.O. 1960, c. 71, s. 216.

233. Notwithstanding sections 229 to 232, it is not necessary to state in a financial statement any matter that in all the circumstances is of relative insignificance. R.S.O. 1960, c. 71, s. 217.

234.—(1) In a financial statement, the term “reserve” shall be used to describe only,

(a) amounts appropriated from surplus at the discretion of management for some purpose other than to meet a liability or contingency known or admitted or a commitment made as at the statement date or a decline in value of an asset that has already occurred;

(b) amounts appropriated from surplus pursuant to the instrument of incorporation, instrument amending the instrument of incorporation or by-laws of the insurer for some purpose other than to meet a liability or contingency known or admitted or a commitment made as at the statement date or a decline in value of an asset that has already occurred; and

(c) amounts appropriated from surplus in accordance with the terms of a contract and which can be restored to the surplus when the conditions of the contract are fulfilled.

(2) Notwithstanding subsection 1, the term “reserve” may be used to describe the actuarial liability under insurance and annuity contracts. R.S.O. 1960, c. 71, s. 218.

235. The auditor of a joint stock insurance company or a cash mutual insurance corporation shall in the report required to be made by subsection 2 of section 97 also make such statements as he considers necessary,

(a) if, in the case of corporations transacting other than life insurance, the provision for unearned premiums is not calculated as required by The Insurance Act;

(b) if the provision for unpaid claims, in his opinion, is not adequate;

(c) if the financial statement includes as assets items prohibited by The Insurance Act from being shown in the annual statements required to be filed thereunder; or
(d) if any of the transactions of the corporation that have come to his notice have not been within its powers. R.S.O. 1960, c. 71, s. 219.

236. Every insurer shall deliver to the Superintendent within one month after passing thereof, a certified copy of its by-laws and of every repeal or addition to or amendment or consolidation thereof. R.S.O. 1960, c. 71, s. 220.

237. A copy of every balance sheet or other statement published or circulated by an insurer, purporting to show its financial condition, shall be mailed or delivered to the Superintendent, concurrently with its issue to its shareholders or policyholders, or to the general public. R.S.O. 1960, c. 71, s. 221.

238. A person who fails to comply with section 235, 236 or 237 shall be deemed to be guilty of an offence under The Insurance Act. R.S.O. 1960, c. 71, s. 222.

239. Subject to section 240, no person is eligible to become or shall be elected a director of a joint stock insurance company unless he is twenty-one or more years of age and holds in his own name and for his own use and absolutely in his own right shares of the capital stock of the company upon which at least $500 has been paid into the capital account of the corporation and has paid in cash all calls and instalments due thereon and all liabilities incurred by him to the company. R.S.O. 1960, c. 71, s. 223; 1962-63, c. 24, s. 8; 1968-69, c. 16, s. 9.

240.—(1) A joint stock life insurance company may, by by-law, provide that the affairs of the company shall be managed by a board of directors of whom a specified number, herein called shareholders' directors, shall be elected by the shareholders of the company, and a specified number, herein called policyholders' directors, shall be elected by those persons, herein called participating policyholders, whose lives are insured under a participating policy or participating policies of the company for at least $2,000 upon which no premiums are due, whether or not any such person is a shareholder of the company.

(2) A by-law passed under subsection 1 shall provide for the election of not fewer than nine and not more than twenty-one directors, of whom not fewer than one-third shall be policyholders' directors, and any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors.

(3) Participating policyholders are entitled to attend and vote in person and not by proxy at all general meetings of the company, but as such are not entitled to vote for the election of shareholders' directors, but this section does not confer rights or impose liabilities on such participating policyholders in a liquidation of the company.
(4) A holder of a participating policy or participating policies of the company for at least $4,000 exclusive of bonus additions, upon which no premiums are due, who is not a shareholder and who has paid premiums on such policy or policies for at least three full years is eligible for election as a policyholders' director.

(5) Such a life insurance company shall have a fixed time in each year for its annual meeting and such time shall be printed in prominent type on each premium notice or each premium receipt issued by the company, and, in addition to all other notices required to be given by this Act, it shall give fifteen days notice of such meeting in two or more daily newspapers published at or as near as may be to the place where the company has its head office. R.S.O. 1960, c. 71, s. 224.

241. Notwithstanding anything in the letters patent incorporating the company or in its by-laws or in this Act, a joint stock life insurance company may, with the permission of the minister charged with the administration of The Insurance Act, establish and implement a plan for the conversion of the company into a mutual company by the purchase of shares of the capital stock of the company in accordance with the Schedule to this Act. 1962-63, c. 24, s. 9.

242. In sections 243 to 254,

(a) "deposit" means the deposit required under section 44 of The Insurance Act;

(b) "insured person" means a person who enters into a subsisting contract of insurance with an insurer and includes,

(i) every person insured by a contract whether named or not,

(ii) every person to whom or for whose benefit all or part of the proceeds of a contract of insurance are payable, and

(iii) every person entitled to have insurance money applied toward satisfaction of his judgment in accordance with section 225 of The Insurance Act;

(c) "loss" includes the happening of an event or contingency by reason of which a person becomes entitled to a payment under a contract of insurance of money other than a refund of unearned premiums;

(d) "Minister" means the member of the Executive Council charged for the time being by the Lieutenant Governor in Council with the administration of The Insurance Act;
Application of Part VII

Winding up by order of court on application of Superintendent

243.—(1) The provisions of Part VII relating to the winding up of corporations apply to insurers incorporated under or subject to this Act except where inconsistent with this Part.

(2) Where the company, corporation or society is not constituted exclusively or chiefly for insurance purposes and the insurance branch and fund are completely severable from every other branch and fund of the company, corporation or society, the word "insurer" for the purposes of sections 244 to 257 means only the insurance branch of the company, corporation or society. R.S.O. 1960, c. 71, s. 226.

244.—(1) An insurer incorporated in Ontario may also be wound up by order of the Supreme Court on the application of the Superintendent, if the court is satisfied that,

(a) the insurer has failed to exercise its corporate powers during any continuous period of four years; or

(b) the insurer has not commenced business or gone into actual operation within four years after it was incorporated; or

(c) the insurer has discontinued business for one year after it has undertaken insurance contracts within the meaning of The Insurance Act; or
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(d) the insurer's licence has been suspended for one year or more; or

(e) the insurer has carried on business or entered into a contract or used its funds in a manner or for a purpose prohibited or not authorized by The Insurance Act or by its Act of incorporation or by any special Act applicable thereto; or

(f) other sufficient cause has been shown.

(2) No such application shall be made by the Superintendent Approval of Lieutenant Governor in Council without the approval of the Lieutenant Governor in Council.

(3) Upon the making of an order under this section, the Application of Part VII provisions of Part VII relating to the winding up of a corporation, in so far as they are not inconsistent with this Part, apply. R.S.O. 1960, c. 71, s. 227.

245.—(1) In the case of an insurer incorporated in Ontario, Provisional liquidator appointment

(a) if its licence expires and,

(i) the insurer fails to renew within the period limited by The Insurance Act, or

(ii) a renewal is refused; or

(b) if its licence is cancelled,

the Minister may appoint a provisional liquidator who shall take charge of the affairs of the company and may direct that it be wound up forthwith under this Act.

(2) Until a permanent liquidator is appointed, the provisional liquidator shall exercise all the powers of the insurer and none of the officers or servants of the insurer shall make any contract for, incur any liability on behalf of, or expend any moneys of, the insurer without the approval of the provisional liquidator.

(3) The provisional liquidator shall petition the Supreme Court for a winding-up order, and, if the court is of the opinion that it is just and equitable so to do, it may make an order winding up the company and thereupon the provisions of this Act relating to the winding up of a corporation, in so far as they are not inconsistent with this Part, apply.

(4) The provisional liquidator or the liquidator, notwithstanding this Act, but, subject to the approval of the Supreme Court, may sell the business and undertaking of the company as a going concern. R.S.O. 1960, c. 71, s. 228.
Section 246.—(1) The remuneration to be paid to a provisional liquidator appointed under subsection 1 of section 245 shall be fixed by the Minister.

(2) The remuneration and all expenses and outlay in connection with the appointment of the provisional liquidator, together with all expenses and outlay of the provisional liquidator while he acts in that capacity, shall be borne and paid by the insurer and form a first lien or charge upon the assets of the insurer, other than the deposit, unless otherwise directed under subsection 3.

(3) The Minister in his discretion may direct that the remuneration, expenses and outlay shall be paid out of the proceeds of the deposit made by the insurer, and in that case the amount directed to be paid has the same priority as the expenses of the receiver administering the deposit as fixed by clause a of section 61 of The Insurance Act. R.S.O. 1960, c. 71, s. 229.

Section 247.—(1) When an insurer incorporated under or subject to the law of Ontario proposes to cease writing insurance or to call a general meeting to consider a resolution for its voluntary liquidation under this Act, it shall give at least one month’s notice in writing thereof to the superintendent of insurance of each province in which the insurer is licensed.

(2) When an insurer has passed a resolution for voluntary winding up, the insurer shall notify the Superintendent thereof and of the date on which contracts of insurance will cease to be entered into by the insurer and of the name and address of its liquidator.

(3) The notice under subsection 2 shall also be published by the insurer in two consecutive issues of The Ontario Gazette and the official gazette of each other province in which the insurer is licensed and in such newspapers and other publications as the Superintendent may require. R.S.O. 1960, c. 71, s. 230.

Section 248.—(1) The provisional liquidator or the liquidator, before any order granting administration of the deposit and before the fixing of a termination date pursuant to section 250, may arrange for the reinsurance of the subsisting contracts of insurance of the insurer with some other insurer licensed in Ontario.

(2) For the purpose of securing the reinsurance, the following funds shall be available:

1. The entire assets of the insurer in Ontario other than the deposit except the amount reasonably estimated by the provisional liquidator or the liquidator as being required to pay,
   (a) the costs of the liquidation or winding up;
(b) all claims for losses covered by the insurer’s contracts of insurance of which notice has been received by the insurer or provisional liquidator or liquidator before the date on which the reinsurance is effected;

(c) the claims of the preferred creditors who are the persons paid in priority to other creditors under the winding-up provisions of this Act,

all of which shall be a first charge on the assets of the insurer, other than the deposit.

2. All or such portion, if any, of the deposit as is agreed upon pursuant to subsection 3.

(3) If it appears necessary or desirable to secure reinsurance for the protection of insured persons entitled to share in the proceeds of the deposit, the Minister, on the recommendation of the Superintendent, or, in the case of a reciprocal deposit, the superintendents of insurance of the reciprocating provinces, may enter into an agreement with the provisional liquidator or the liquidator, whereby, pursuant to section 50 or 74 of The Insurance Act, all or any part of the securities in the deposit may be used for the purpose of securing the reinsurance.

(4) The creditors of the insurer, other than the insured persons and the said preferred creditors, are entitled to receive a payment on their claims only if provision has been made for the payments mentioned in subsection 2 and for the reinsurance.

(5) If, after providing for the payments mentioned in subsection 2, the balance of the assets of the insurer, together with all or such portion, if any, of the deposit as is agreed upon under subsection 3, is insufficient to secure the reinsurance of the contracts of the insured persons in full, the reinsurance may be effected for such portion of the full amount of the contracts as is possible.

(6) No contract of reinsurance shall be entered into under this section until it is approved by the Supreme Court. R.S.O. 1960, c. 71, s. 231.

249.—(1) In the winding up of an insurer that has made a deposit pursuant to The Insurance Act, if the person appointed as receiver to administer the deposit pursuant to section 55 of The Insurance Act is not the person appointed as the provisional liquidator or the liquidator under The Insurance Act or this Act or appointed as the liquidator under the Winding-up Act (Canada), as the case may be, the Supreme Court at any time in its discretion may order that the deposit and the administration thereof be transferred from the receiver to the provisional liquidator or the liquidator.
Upon the making of an order under subsection 1, the provisional liquidator or the liquidator shall administer the deposit for the benefit of the persons entitled to share in the proceeds thereof in accordance with the provisions of and the priorities set out in this Act.

The amount payable to the provisional liquidator or the liquidator for administering the deposit and all costs and expenses incurred by him in administering the deposit shall be paid out of the deposit in accordance with the priorities fixed by clause a of section 61 of The Insurance Act, but the amount payable to the provisional liquidator or the liquidator and all costs and expenses incurred by him in the winding up of the insurer shall not be paid out of the deposit but shall be paid out of and are a first charge on the assets of the insurer except as provided in subsection 3 of section 246. R.S.O. 1970, c. 71, s. 232.

(1) If the provisional liquidator or the liquidator fails to secure reinsurance, or if in his opinion it is impracticable or inexpedient to arrange for reinsurance, he,

(a) with the approval of the Supreme Court and subject to such terms as are prescribed by it; and

(b) for the purpose of securing the payment of existing claims and avoiding further losses,

may publish a notice fixing a termination date for the subsisting contracts of insurance of such insurer, and on and after that date coverage and protection under the Ontario contracts cease and the insurer is not liable under any such contract for a loss that occurs after that date.

(2) Where a provisional liquidator or a liquidator has been appointed in another province to wind up an insurer incorporated in that province, and if such provisional liquidator or liquidator fixed a termination date for the contracts of insurance of the insurer, on and after that date coverage and protection under the Ontario contracts cease and determine and the insurer is not liable under any such contract for a loss that occurs after that date.

(3) Where a receiver administering a deposit has fixed a termination date under section 56 of The Insurance Act, the termination date fixed under this section applies only to those contracts of insurance not already terminated on the date fixed by the receiver. R.S.O. 1970, c. 71, s. 233.

The provisional liquidator or the liquidator shall cause the notice,

(a) to be published in The Ontario Gazette and in the official gazette of each other province in which the insurer is licensed and in such newspapers as the Supreme Court directs in order to give reasonable notice of the termination date so fixed; and
to be mailed to each policy holder at his address as shown on the books and records of the company. R.S.O. 1960, c. 71, s. 234.

252.—(1) The liquidator shall pay or set aside from the assets of the insurer sums in his opinion sufficient to pay,

(a) the costs of the liquidation or winding up;
(b) all claims for losses covered by the insurer’s contracts of insurance that occurred before the termination date fixed under section 56 of The Insurance Act or section 250 of this Act and that have not been paid or provided for in the administration of the deposit and of which notice has been received by the insurer or the liquidator;
(c) the full amount of the legal reserve in respect of each unmatured life insurance contract; and
(d) the claims of preferred creditors who are the persons paid in priority to other creditors under the winding-up provisions of this Act.

(2) Except in the case of life insurance, the assets remaining after payment or making provision for payment of the amounts mentioned in subsection 1 shall be used to pay the claims of the insured persons for refunds of unearned premiums on a pro rata basis in proportion to the periods of their contracts respectively unexpired on the termination dates to the extent that those claims have not been paid or provided for in the administration of the deposit.

(3) The claims of the insured persons for refunds of unearned premiums shall be calculated,

(a) as at the termination date fixed under section 56 of The Insurance Act or section 250 of this Act; or
(b) as at the date the insured person cancelled the contract, whichever date is the earlier.

(4) The refund of all or a portion of the premium does not destroy or defeat any other remedy the insured person may have against the insurer in respect thereof or for any other cause.

(5) Nothing in this section prejudices or affects the priority of any mortgage, lien or charge upon the property of the insurer. R.S.O. 1960, c. 71, s. 235.

253. The fees, taxes and costs payable by the insurer to each province shall be paid out of the assets of the insurer remaining after the reinsurance of the subsisting contracts of insurance of the insurer or after the payment of the claims of policyholders for refund of unearned premiums, as the case may be, and the balance
shall be distributed among the creditors of the insurer other than the insured persons, preferred creditors and the several provinces. R.S.O. 1960, c. 71, s. 236.

254.—(1) Unless otherwise ordered by the Supreme Court, within seven days after the close of each period of three months and until the affairs of the insurer are wound up and the accounts are finally closed, the liquidator shall file with the court or other authority appointing him and also with the Superintendent detailed schedules, in such form as is required, showing,

(a) receipts and expenditures; and

(b) assets and liabilities.

(2) The liquidator, whenever he is required so to do by the authority appointing him or by the Minister, shall exhibit the office books and vouchers and furnish such other information respecting the affairs of the insurer as is required.

(3) Every liquidator refusing or neglecting to furnish such information is guilty of an offence and on summary conviction is liable to a fine of not less than $50 and not more than $200 and in addition is liable to be dismissed or removed. R.S.O. 1960, c. 71, s. 237.

255.—(1) Where a fraternal society transacts endowment or expectancy insurance and has an endowment fund separate and distinct from its life insurance fund, the society may, by resolution duly passed at a general meeting, after at least one month's notice of such intended resolution, determine that the endowment or expectancy shall be discontinued, and that the endowment or expectancy fund shall be distributed pro rata among the members then in good standing who are contributing to such fund according to the total contribution of such member.

(2) After the resolution has been assented to by the Superintendent and filed with the Minister, the executive officers may proceed to ascertain the persons intended to rank upon the fund and may distribute the fund among those so entitled, and such distribution discharges the society and all executive officers thereof from all further or other liability in respect of such fund and of the endowment or expectancy contracts undertaken by the society.

(3) If all the members interested in the endowment or expectancy fund are also interested as holders of life insurance contracts, the general meeting, instead of determining to distribute the endowment or expectancy fund, may determine to convert it into or merge it in a life insurance fund, and after the resolution has been assented to and filed as provided in subsection 2, the endowment or expectancy fund becomes a life insurance fund. R.S.O. 1960, c. 71, s. 238.
256. Notwithstanding anything in this Act or in The Insurance Act, where an insurer is being wound up voluntarily, the Superintendent may renew or extend the licence of the insurer for the purposes of its winding up. R.S.O. 1960, c. 71, s. 239.

257. The books, accounts and documents of an insurer and the entries in the books of its officers or liquidators are prima facie evidence of the matters to which they relate as between an alleged debtor or contributory and the insurer. R.S.O. 1960, c. 71, s. 240.

PART VII
WINNING UP

258. In this Part, "contributory" means a person who is liable to contribute to the property of a corporation in the event of the corporation being wound up under this Part. R.S.O. 1960, c. 71, s. 241.

259. Subject to section 2, this Part applies,

(a) to every corporation incorporated by or under a general or special Act of the Parliament of the late Province of Upper Canada;

(b) to every corporation incorporated by or under a general or special Act of the Parliament of the late Province of Canada that has its head office and carries on business in Ontario and that was incorporated with objects to which the authority of the Legislature extends;

(c) to every corporation incorporated by or under a general or special Act of this Legislature;

(d) to every insurer within the meaning of Part VI that is incorporated under or subject to this Act except where inconsistent with Part VI,

but this Part does not apply to a corporation incorporated for the construction and working of a railway, incline railway or street railway, or to a corporation within the meaning of The Loan and Trust Corporations Act except as provided by that Act. R.S.O. 1960, c. 71, s. 242, amended.

260.—(1) Where the shareholders or members of a corporation by a majority of the votes cast at a general meeting called for that purpose pass a resolution requiring the corporation to be wound up, the corporation may be wound up voluntarily.
(2) At such meeting the shareholders or members shall appoint one or more persons, who may be directors, officers or employees of the corporation, as liquidator of the estate and effects of the corporation for the purpose of winding up its affairs and distributing its property, and may at that or any subsequent general meeting fix his remuneration and the costs, charges and expenses of the winding up.  R.S.O. 1960, c. 71, s. 243.

261.—(1) Notice of a resolution requiring the voluntary winding up of a corporation shall be filed with the Minister and be published in The Ontario Gazette by the corporation within fourteen days after the resolution has been passed.

(2) A corporation that fails to comply with subsection 1 is guilty of an offence and on summary conviction is liable to a fine of not more than $200 and every director or officer who authorizes, permits or acquiesces in such failure is guilty of an offence and on summary conviction is liable to a like fine.  R.S.O. 1960, c. 71, s. 244.

262. A corporation being wound up voluntarily may, in general meeting, by resolution, delegate to any committee of its shareholders or members, contributories or creditors hereinafter referred to as inspectors, the power of appointing the liquidator and filling any vacancy in the office of liquidator, or may by a like resolution enter into any arrangement with its creditors with respect to the powers to be exercised by the liquidator and the manner in which they are to be exercised.  R.S.O. 1960, c. 71, s. 245.

263. If in a voluntary winding up a vacancy occurs in the office of liquidator by death, resignation or otherwise, the shareholders or members in general meeting may, subject to any arrangement the corporation may have entered into with its creditors upon the appointment of inspectors, fill such vacancy, and a general meeting for that purpose may be convened by the continuing liquidator, if any, or by any contributory, and shall be deemed to have been duly held if called in the manner prescribed by the by-laws of the corporation, or, in default thereof, in the manner prescribed by this Act for calling general meetings of the shareholders or members of the corporation.  R.S.O. 1960, c. 71, s. 246.

264. The shareholders or members of the corporation may by a majority of the votes cast at a general meeting called for that purpose remove a liquidator appointed under section 260 or 262, and in such case shall appoint another liquidator in his stead.  R.S.O. 1960, c. 71, s. 247.
265. A voluntary winding up commences at the time of the passing of the resolution requiring the winding up. R.S.O. 1960, c. 71, s. 248.

266. Where a corporation is being wound up voluntarily, it shall, from the date of the commencement of its winding up, cease to carry on its undertaking, except in so far as may be required for the beneficial winding up thereof, and all transfers of shares, except transfers made to or with the sanction of the liquidator, or alterations in the status of the shareholders or members of the corporation, taking place after the commencement of its winding up, are void, but its corporate existence and all its corporate powers, notwithstanding that it is otherwise provided by its instrument of incorporation or by-laws, continue until its affairs are wound up. R.S.O. 1960, c. 71, s. 249.

267. After the commencement of a voluntary winding up,

(a) no action or other proceeding shall be commenced against the corporation; and

(b) no attachment, sequestration, distress or execution shall be put in force against the estate or effects of the corporation, except by leave of the court and subject to such terms as the court may impose. R.S.O. 1960, c. 71, s. 250.

268. (1) Upon a voluntary winding up, the liquidator shall settle the list of contributories, and any list so settled is prima facie evidence of the liability of the persons named therein to be contributories.

(2) Upon a voluntary winding up, the liquidator may, before he has ascertained the sufficiency of the property of the corporation, call on all or any of the contributories for the time being settled on the list of contributories to the extent of their liability to pay any sum that he considers necessary to satisfy the liabilities of the corporation and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, and the liquidator may, in making a call, take into consideration the probability that some of the contributories upon whom the call is made may partly or wholly fail to pay their respective portions of the call. R.S.O. 1960, c. 71, s. 251.

269. (1) The liquidator may, during the continuance of the voluntary winding up, call general meetings of the shareholders or members of the corporation for the purpose of obtaining its sanction by resolution, or for any other purpose he thinks fit.
(2) In the event of a voluntary winding up continuing for more than one year, the liquidator shall call a general meeting of the shareholders or members of the corporation at the end of the first year and of each succeeding year from the commencement of the winding up, and shall lay before the meeting an account showing his acts and dealings and the manner in which the winding up has been conducted during the preceding year. R.S.O. 1960, c. 71, s. 252.

270. The liquidator, with the sanction of a resolution of the shareholders or members of the corporation passed in general meeting or of the inspectors, may make such compromise or other arrangement as the liquidator considers expedient with any creditor or person claiming to be a creditor or having or alleging that he has a claim, present or future, certain or contingent, ascertained or sounding only in damages, against the corporation or whereby the corporation may be rendered liable. R.S.O. 1960, c. 71, s. 253.

271. The liquidator may, with the like sanction, compromise all calls and liabilities to call, debts and liabilities capable of resulting in debts, and all claims, whether present or future, certain or contingent, ascertained or sounding only in damages, subsisting or supposed to subsist between the corporation and any contributory, alleged contributory or other debtor or person apprehending liability to the corporation and all questions in any way relating to or affecting the property of the corporation, or the winding up of the corporation, upon the receipt of such sums payable at such times and generally upon such terms as are agreed upon, and the liquidator may take any security for the discharge of such calls, debts or liabilities and give a complete discharge in respect thereof. R.S.O. 1960, c. 71, s. 254.

272.—(1) Where a corporation is proposed to be or is in the course of being wound up voluntarily and the whole or a portion of its business or property is proposed to be transferred or sold to another corporation, the liquidator of the first-mentioned corporation, with the sanction of a resolution of the shareholders or members passed in general meeting of the corporation by which he was appointed conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, may receive, in compensation or in part compensation for such transfer or sale, cash or shares or other like interest in the purchasing corporation for the purpose of distribution among the shareholders or members of the corporation that is being wound up in the manner set forth in the arrangement, or may, in lieu of receiving cash or shares or other like interest, or in addition thereto, participate in the profits of or receive any other benefit from the purchasing corporation.
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(2) A sale made or arrangement entered into by the liquidator under this section is binding on the shareholders or members of the corporation that is being wound up voluntarily if:

(a) in the case of a company, the shareholders or classes of shareholders, as the case may be, at a general meeting duly called for the purpose, by votes representing at least three-fourths of the shares or of each class of shares represented at the meeting; or

(b) in the case of a corporation without share capital, the members or classes of members, as the case may be, at a general meeting duly called for the purpose, by votes representing at least three-fourths of the members or of each class of members represented at the meeting,

approve the sale or arrangement and if the sale or arrangement is approved by an order made by the court on the application of the corporation.

(3) No resolution shall be deemed invalid for the purposes of this section because it was passed before or concurrently with a resolution for winding up the corporation or for appointing the liquidator. R.S.O. 1960, c. 71, s. 255.

273. A corporation may be wound up by order of the court,

(a) where the shareholders or members by a majority of the votes cast at a general meeting called for that purpose pass a resolution authorizing an application to be made to the court to wind up the corporation;

(b) where proceedings have been begun to wind up voluntarily and it appears to the court that it is in the interest of contributories and creditors that the proceedings should be continued under the supervision of the court;

(c) where it is proved to the satisfaction of the court that the corporation, though it may be solvent, cannot by reason of its liabilities continue its business and that it is advisable to wind it up; or

(d) where in the opinion of the court it is just and equitable for some reason, other than the bankruptcy or insolvency of the corporation, that it should be wound up. R.S.O. 1960, c. 71, s. 256.

274.—(1) The winding-up order may be made upon the application of the corporation or of a shareholder or of a member or, where the corporation is being wound up voluntarily, of the liquidator or of a contributory or of a creditor having a claim of $200 or more.
(2) Except where the application is made by the corporation, four days notice of the application shall be given to the corporation before the making of the application. R.S.O. 1960, c. 71, s. 257.

275. The court may make the order applied for, may dismiss the application with or without costs, may adjourn the hearing conditionally or unconditionally or may make any interim or other order as is considered just, and upon the making of the order may, according to its practice and procedure, refer the proceedings for the winding up and may also delegate any powers of the court conferred by this Act to any officer of the court. R.S.O. 1960, c. 71, s. 258.

276.—(1) The court in making the winding-up order may appoint one or more persons as liquidator of the estate and effects of the corporation for the purpose of winding up its affairs and distributing its property.

(2) The court may at any time fix the remuneration of the liquidator.

(3) If a liquidator appointed by the court dies or resigns or the office becomes vacant for any reason, the court may by order fill the vacancy.

(4) The court may by order remove for cause a liquidator appointed by it, and in such case shall appoint another liquidator in his stead. R.S.O. 1960, c. 71, s. 259.

277. The costs, charges and expenses of a winding up by order of the court shall be taxed by a taxing officer of the Supreme Court at Toronto. R.S.O. 1960, c. 71, s. 260.

278. Where a winding-up order is made by the court without prior voluntary winding-up proceedings, the winding up shall be deemed to commence at the time of service of notice of the application, and, where the application is made by the corporation, at the time the application is made. R.S.O. 1960, c. 71, s. 261.

279. Where a winding-up order has been made by the court, proceedings for the winding up of the corporation shall be taken in the same manner and with the like consequences as provided for a voluntary winding up, except that the list of contributories shall be settled by the court unless it has been settled by the liquidator prior to the winding-up order, in which case the list is subject to review by the court, and except that all proceedings in the winding up are subject to the order and direction of the court. R.S.O. 1960, c. 71, s. 262.
280.—(1) Where a winding-up order has been made by the court, the court may direct meetings of the shareholders or members of the corporation to be called, held and conducted in such manner as the court deems fit for the purpose of ascertaining their wishes, and may appoint a person to act as chairman of any such meeting and to report the result of it to the court.

(2) Where a winding-up order has been made by the court, the court may require any contributory for the time being settled on the list of contributories, or any trustee, receiver, banker or agent or officer of the corporation to pay, deliver, convey, surrender or transfer forthwith, or within such time as the court directs, to the liquidator any sum or balance, books, papers, estate or effects that are in his hands and to which the corporation is prima facie entitled.

(3) Where a winding-up order has been made by the court, the court may make an order for the inspection of the books and papers of the corporation by its creditors and contributories, and any books and papers in the possession of the corporation may be inspected in conformity with such order. R.S.O. 1960, c. 71, s. 263.

281. After the commencement of a winding up by order of the court,

(a) no action or other proceeding shall be proceeded with or commenced against the corporation; and

(b) no attachment, sequestration, distress or execution shall be put in force against the estate or effects of the corporation, except by leave of the court and subject to such terms as the court may impose. R.S.O. 1960, c. 71, s. 264.

282. Sections 283 to 295 and 298 apply to corporations being wound up voluntarily or by order of the court. R.S.O. 1960, c. 71, s. 265.

283.—(1) If from any cause there is no liquidator, the court may by order on the application of a shareholder or member of the corporation appoint one or more persons as liquidator.

(2) Where there is no liquidator, the estate and effects of the corporation shall be under the control of the court until the appointment of a liquidator. R.S.O. 1960, c. 71, s. 266.

284.—(1) Upon a winding up,

(a) the liquidator shall apply the property of the corporation in satisfaction of all its liabilities pari passu and, subject thereto, shall distribute the property rateably among the shareholders or members according to their rights and interests in the corporation;
(b) in distributing the property of the corporation, the wages of all clerks, labourers, servants, apprentices and other wage earners in the employment of the corporation due at the date of the commencement of the winding up or within one month before, not exceeding three months wages and for vacation pay accrued for not more than twelve months under The Employment Standards Act and the regulations thereunder or under a collective agreement made by the corporation, shall be paid in priority to the claims of the ordinary creditors, and such persons are entitled to rank as ordinary creditors for the residue of their claims;

(c) all the powers of the directors cease upon the appointment of a liquidator, except in so far as the liquidator may sanction the continuance of such powers. R.S.O. 1960, c. 71, s. 267 (1), amended.

(2) Section 52 of The Trustee Act applies mutatis mutandis to liquidators. R.S.O. 1960, c. 71, s. 267 (2).

285. The costs, charges and expenses of a winding up, including the remuneration of the liquidator, are payable out of the property of the corporation in priority to all other claims. R.S.O. 1960, c. 71, s. 268.

286.—(1) The liquidator may,

(a) bring or defend any action, suit or prosecution, or other legal proceedings, civil or criminal, in the name and on behalf of the corporation;

(b) carry on the business of the corporation so far as is necessary for the beneficial winding up of the corporation;

(c) sell en bloc or in parcels the real and personal property, effects and things in action of the corporation by public auction or private sale;

(d) do all acts and execute, in the name and on behalf of the corporation, all deeds, receipts and other documents, and for that purpose use the seal of the corporation;

(e) draw, accept, make and endorse any bill of exchange or promissory note in the name and on behalf of the corporation;

(f) raise upon the security of the property of the corporation any requisite money;

(g) take out in his official name letters of administration to the estate of any deceased contributory and do in his official name any other act that is necessary for obtaining payment of any money due from a contributory or
from his estate and which act cannot be done conveniently in the name of the corporation;

(h) do and execute all such other things as are necessary for winding up the affairs of the corporation and distributing its property.

(2) The drawing, accepting, making or endorsing of a bill of exchange or promissory note by the liquidator on behalf of the corporation has the same effect with respect to the liability of the corporation as if such bill or note had been drawn, accepted, made or endorsed by or on behalf of the corporation in the course of carrying on its business.

(3) Where the liquidator takes out letters of administration or otherwise uses his official name for obtaining payment of any money due from a contributory, such money shall be deemed, for the purpose of enabling him to take out such letters or recover such money, to be due to the liquidator himself. R.S.O. 1960, c. 71, s. 269.

287. The liability of a contributory creates a debt accruing due from him at the time his liability commenced, but payable at the time or respective times when calls are made for enforcing such liability. R.S.O. 1960, c. 71, s. 270.

288. If a contributory dies before or after he has been placed on the list of contributories, his legal representatives are liable in due course of administration to contribute to the property of the corporation in discharge of the liability of such deceased contributory and shall be contributories accordingly. R.S.O. 1960, c. 71, s. 271.

289.—(1) The liquidator shall deposit in a chartered bank in Ontario all sums of money that he has belonging to the corporation if such sums amount to $100 or more.

(2) If inspectors have been appointed, the bank shall be one approved by them.

(3) Such deposit shall not be made in the name of the liquidator individually, but a separate deposit account shall be kept of the money belonging to the corporation in his name as liquidator of the corporation and in the name of the inspectors, if any, and such money shall be withdrawn only on the joint cheque of the liquidator and one of the inspectors, if any.

(4) At every meeting of the shareholders or members of the corporation the liquidator shall produce a pass-book or statement of account showing the amount of the deposits, the dates at which they were made, the amounts withdrawn and the dates of withdrawal, and mention of such production shall be made in the
minutes of the meeting, and the absence of such mention is admissible in evidence as *prima facie* proof that the pass-book or statement of account was not produced at the meeting.

(5) The liquidator shall also produce the pass-book or statement of account whenever so ordered by the court upon the application of the inspectors, if any, or of a shareholder or member of the corporation. R.S.O. 1960, c. 71, s. 272.

290. For the purpose of proving claims, sections 25, 26 and 27 of *The Assignments and Preferences Act* apply *mutatis mutandis*, except that, where the word "judge" is used therein, the word "court" as used in this Act shall be substituted. R.S.O. 1960, c. 71, s. 273.

291. Upon the application of the liquidator or of the inspectors, if any, or of any creditors, the court, after hearing such parties as it directs to be notified or after such steps as it prescribes have been taken, may by order give its direction in any matter arising in the winding up. R.S.O. 1960, c. 71, s. 274.

292.—(1) The court may at any time after the commencement of the winding up summon to appear before the court or liquidator any director or officer of the corporation or any other person known or suspected to have in his possession any of the estate or effects of the corporation, or alleged to be indebted to it, or any person whom the court considers capable of giving information concerning its trade, dealings, estate or effects.

(2) Where in the course of the winding up it appears that a person who has taken part in the formation or promotion of the corporation or that a past or present director or officer, employee, liquidator or receiver of the corporation has misapplied or retained in his own hands, or become liable or accountable for, money of the corporation, or has committed any misfeasance or breach of trust in relation to it, the court may, on the application of the liquidator or of any creditor or contributory, examine into the conduct of such person and order him to repay the money so misapplied or retained, or for which he has become liable or accountable, together with interest at such rate as the court considers just, or to contribute such sum to the property of the corporation by way of compensation in respect of such misapplication, retention, misfeasance or breach of trust as the court considers just. R.S.O. 1960, c. 71, s. 275.

293.—(1) If a shareholder or member of the corporation desires to cause any proceeding to be taken that, in his opinion, would be for the benefit of the corporation, and the liquidator, under the authority of the shareholders or members, or of the inspectors, if any, refuses or neglects to take such proceeding after
being required so to do, the shareholder or member may obtain anorder of the court authorizing him to take such proceeding in the name of the liquidator or corporation, but at his own expense and risk, upon such terms and conditions as to indemnity to the liquidator or corporation as the court prescribes.

(2) Thereupon any benefit derived from such proceeding belongs exclusively to the shareholder or member instituting the proceeding for his benefit and that of any other shareholder or member who has joined him in causing the institution of the proceeding.

(3) If before such order is granted the liquidator signifies to the court his readiness to institute such proceeding for the benefit of the corporation, an order shall be made prescribing the time within which he is to do so, and in that case the advantage derived from the proceeding, if instituted within such time, belongs to the corporation. R.S.O. 1960, c. 71, s. 276.

294. The rights conferred by this Act are in addition to any other right of instituting proceedings against any contributory, or against any debtor of the corporation, for the recovery of any call or other sum due from such contributory or debtor or his estate. R.S.O. 1960, c. 71, s. 277.

295. At any time during a winding up, the court, upon the application of a shareholder or member or creditor or contributory and upon proof to its satisfaction that all proceedings in relation to the winding up ought to be stayed, may make an order staying the proceedings altogether or for a limited time on such terms and subject to such conditions as the court considers fit. R.S.O. 1960, c. 71, s. 278.

296.—(1) Where the affairs of the corporation have been fully wound up voluntarily, the liquidator shall make up an account showing the manner in which the winding up has been conducted, and the property of the corporation disposed of, and thereupon shall call a general meeting of the shareholders or members of the corporation for the purpose of having the account laid before them and hearing any explanation that may be given by the liquidator, and the meeting shall be called in the manner provided by the by-laws for calling general meetings.

(2) The liquidator shall within ten days after the holding of the meeting file a notice with the Minister stating that the meeting was held and the date thereof.

(3) On the expiration of three months from the date of the Dissolution filing of the notice, the corporation is ipso facto dissolved.
(4) At any time during the three-month period mentioned in subsection 3, the court may, on the application of the liquidator or any other person interested, make an order deferring the date on which the dissolution of the corporation is to take effect to a date fixed in the order, and in such event the corporation is *ipso facto* dissolved on the date so fixed.

(5) The person on whose application the order was made shall within ten days after it was made file with the Minister a copy of it certified under the seal of the court.

(6) A person who fails to comply with any requirement of this section is guilty of an offence and on summary conviction is liable to a fine of not more than $200. R.S.O. 1960, c. 71, s. 279.

297.—(1) Notwithstanding section 296, in the case of a voluntary winding up or in the case of a winding up by order of the court, the court at any time after the affairs of the corporation have been fully wound up may, upon the application of the liquidator or any other person interested, make an order dissolving it, and it is dissolved at and from the date of the order.

(2) The person on whose application the order was made shall within ten days after it was made file with the Minister a copy of it certified under the seal of the court.

(3) A person who fails to comply with any requirement of this section is guilty of an offence and on summary conviction is liable to a fine of not more than $200. R.S.O. 1960, c. 71, s. 280.

298.—(1) Where the liquidator is unable to distribute rateably the property of the corporation among the shareholders or members because a shareholder or member is unknown or his whereabouts is unknown, the share of the property of the corporation of such shareholder or member may, by agreement with the Public Trustee, be delivered or conveyed by the liquidator to the Public Trustee to be held in trust for the shareholder or member, and thereupon subsections 5 and 6 of section 349 apply thereto.

(2) A delivery or conveyance under subsection 1 shall be deemed to be a rateable distribution among the shareholders or members for the purposes of clause a of subsection 1 of section 284.

(3) Where the liquidator is unable to pay all the debts of the corporation because a creditor is unknown or his whereabouts is unknown, the liquidator may, by agreement with the Public Trustee, pay to the Public Trustee an amount equal to the amount of the debt due to the creditor to be held in trust for the creditor and thereupon subsections 5 and 6 of section 349 apply thereto.
(4) A payment under subsection 3 shall be deemed to be in satisfaction of the debt for the purposes of clause a of subsection 1 of section 284. R.S.O. 1960, c. 71, s. 281.

299.—(1) Where a corporation has been wound up under this Act and is about to be dissolved, its books, accounts and documents and those of the liquidator may be disposed of as it by resolution directs in case of voluntary winding up, or as the court directs in case of winding up under order.

(2) After the lapse of five years from the date of the dissolution of the corporation, no responsibility rests on it or the liquidator, or anyone to whom the custody of such books, accounts and documents has been committed by reason that the same or any of them are not forthcoming to any person claiming to be interested therein. R.S.O. 1960, c. 71, s. 282.

300.—(1) Where a corporation is being wound up under an order of the court and the realization and distribution of its property has proceeded so far that in the opinion of the court it is expedient that the liquidator should be discharged and that the property of the corporation remaining in his hands can be better realized and distributed by the court, the court may make an order discharging the liquidator and for payment, delivery and transfer into court, or to such officer or person as the court may direct, of such property, and it shall be realized and distributed by or under the direction of the court among the persons entitled thereto in the same way as nearly as may be as if the distribution were being made by the liquidator.

(2) In such case, the court may make an order directing how the books, accounts and documents of the corporation and of the liquidator are to be disposed of, and may order that they be deposited in court or otherwise dealt with as it thinks fit. R.S.O. 1960, c. 71, s. 283.

301. The Lieutenant Governor in Council may make rules for the due carrying out of this Part, and, except as otherwise provided by this Act or by such rules, the practice and procedure in a winding up under the Winding-up Act (Canada) apply. R.S.O. 1960, c. 71, s. 284.

PART VIII

CORPORATIONS, GENERAL

302. Subject to section 2, this Part, except where it is otherwise expressly provided, applies,

(a) to every corporation incorporated by or under a general or special Act of the Parliament of the late Province of Upper Canada;
(b) to every corporation incorporated by or under a general or special Act of the Parliament of the late Province of Canada that has its head office and carries on business in Ontario and that was incorporated with objects to which the authority of the Legislature extends; and

(c) to every corporation incorporated by or under a general or special Act of the Legislature;

but this Part does not apply to a corporation incorporated for the construction and working of a railway, incline railway or street railway, or to a corporation within the meaning of The Loan and Trust Corporations Act except as provided by that Act. R.S.O. 1960, c. 71, s. 285.

303. A corporation is, upon its incorporation, invested with all the property and rights, real and personal, theretofore held by or for it under any trust created with a view to its incorporation. R.S.O. 1960, c. 71, s. 286.

304. A corporation, unless otherwise expressly provided in the Act or instrument creating it, has and shall be deemed to have had from its creation the capacity of a natural person and may exercise its powers beyond the boundaries of Ontario to the extent to which the laws in force where the powers are sought to be exercised permit, and may accept extra-provincial powers and rights. R.S.O. 1960, c. 71, s. 287.

305. A corporation has power,

(a) to construct, maintain and alter any buildings or works necessary or convenient for its objects;

(b) to acquire by purchase, lease or otherwise and to hold any land or interest therein necessary for its actual use and occupation or for carrying on its undertaking, and, when no longer so necessary, to sell, alienate and convey the same. R.S.O. 1960, c. 71, s. 288.

306.—(1) No corporation and no trustee on its behalf shall acquire or hold any land or interest therein, not necessary for the actual use and occupation of the corporation or for carrying on its undertaking or not held by way of security, for more than seven years after its acquisition if the land was never so necessary or after it has ceased to be so necessary.

(2) The Lieutenant Governor in Council may extend the period of seven years mentioned in subsection 1, but no such extension or extensions shall exceed five years in all.

(3) A corporation shall give to the Minister when required a full and correct statement of all land or interest therein at the date of such statement held by or in trust for the corporation. R.S.O. 1960, c. 71, s. 289.
307.—(1) Subject to subsection 2, a corporation shall at all times have its head office in the place in Ontario where the letters patent provide that the head office is to be situate.

(2) A corporation may by special resolution change the location of its head office to another place in Ontario. R.S.O. 1960, c. 71, s. 290 (1, 2).

(3) Where the location of the head office of a corporation is changed by reason only of the annexation or amalgamation of the place in which the head office is situate to or with another municipality, such change does not constitute and has never constituted a change within the meaning of subsection 2. 1964, c. 10, s. 6.

(4) Notice of the special resolution shall be filed with the Minister and published in The Ontario Gazette by the corporation within fourteen days after the resolution has been confirmed by the shareholders or members, but the provisions of this subsection as to the filing and publication of the notice are directory only and are not a condition precedent to the validity of the special resolution.

(5) A corporation that fails to comply with subsection 3 is guilty of an offence and on summary conviction is liable to a fine of not more than $200 and every director or officer of the corporation who authorizes, permits or acquiesces in such failure is guilty of an offence and on summary conviction is liable to a like fine. R.S.O. 1960, c. 71, s. 290 (3, 4).

308.—(1) Notwithstanding this or any other Act or law, no corporation that has objects in whole or in part of a social nature, other than a corporation commonly known as a service club, shall change the location of any of its premises without the prior consent in writing of the Minister.

(2) The giving of the consent mentioned in subsection 1 is in the discretion of the Minister. R.S.O. 1960, c. 71, s. 291.

309. A corporation shall have a seal which shall be adopted and may be altered or changed by by-law. R.S.O. 1960, c. 71, s. 292.

310.—(1) A contract that if made between individual persons would be by law required to be in writing and under seal may be made on behalf of a corporation in writing under the seal of the corporation.

(2) A contract that if made between individual persons would be by law required to be in writing signed by the parties to be charged therewith may be made on behalf of a corporation in writing signed by any person acting under its authority, express or implied.
(3) A contract that if made between individual persons would be by law valid although made by parol only and not reduced into writing may be made by parol on behalf of a corporation by any person acting under its authority, express or implied. R.S.O. 1960, c. 71, s. 293.

311. A corporation may, by writing under seal, empower any person, either generally or in respect of any specified matters, as its attorney to execute on its behalf deeds to which it is a party in any capacity in any place situate in or outside Ontario, and every deed signed by such attorney on behalf of the corporation and under its seal binds the corporation and has the same effect as if it were under the seal of the corporation. R.S.O. 1960, c. 71, s. 294.

312. A document requiring authentication by a corporation may be signed by any director or by any authorized person and need not be under seal. R.S.O. 1960, c. 71, s. 295.

313.—(1) The affairs of every corporation shall be managed by a board of directors howsoever designated.

(2) The board of directors of a corporation shall consist of a fixed number of directors not fewer than three.

(3) Subject to subsection 1 of section 328, no business of a corporation shall be transacted by its directors except at a meeting of directors at which a quorum of the board is present.

(4) Where there is a vacancy or vacancies in the board of directors, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office. R.S.O. 1960, c. 71, s. 296.

314.—(1) The persons named as first directors in the Act or instrument creating the corporation are the directors of the corporation until replaced by the same number of others duly elected or appointed in their stead.

(2) The first directors of the corporation have all the powers and duties and are subject to all the liabilities of directors.

(3) In the case of corporations incorporated before the 30th day of April, 1954, “first directors” in this section means provisional directors. R.S.O. 1960, c. 71, s. 297.

315.—(1) A corporation may by special resolution increase or decrease the number of its directors.

(2) Notice of the special resolution shall be filed with the Minister and published in The Ontario Gazette by the corporation within fourteen days after the resolution has been confirmed by the shareholders or members, but the provisions of this subsection
as to the filing and publication of the notice are directory only and
are not a condition precedent to the validity of the special
resolution.

(3) A corporation that fails to comply with subsection 2 is
guilty of an offence and on summary conviction is liable to a fine
of not more than $200 and every director or officer of the
corporation who authorizes, permits or acquiesces in such failure
is guilty of an offence and on summary conviction is liable to a like
fine.  R.S.O. 1960, c. 71, s. 298.

316.—(1) Subject to subsections 2 and 3, no person shall be a
director of a corporation unless he is a shareholder or member of
the corporation, and, if he ceases to be a shareholder or member,
he thereupon ceases to be a director.

(2) A person may be a director of a corporation if he becomes a
shareholder or member of the corporation within ten days after
his election or appointment as a director, but, if he fails to become
a shareholder or member within such ten days, he thereupon
ceases to be a director and shall not be re-elected or reappointed
unless he is a shareholder or member of the corporation.  R.S.O.
1960, c. 71, s. 299 (1, 2).

(3) A corporation,
(a) operating a hospital within the meaning of The Public
Hospitals Act; or
(b) operating a recognized stock exchange,
may by by-law provide that a person may, with his consent in
writing, be a director of the corporation notwithstanding that he
is not a shareholder or member of the corporation.  1960-61,
c. 13, s. 3.

(4) A director shall be twenty-one or more years of age.

(5) No undischarged bankrupt shall be a director, and, if a
director becomes a bankrupt, he thereupon ceases to be a
director.  R.S.O. 1960, c. 71, s. 299 (4, 5).

317.—(1) The directors shall be elected by the shareholders
or members in general meeting and the election shall be by ballot
or in such other manner as the by-laws of the corporation
prescribe.

(2) Unless the letters patent or supplementary letters patent
otherwise provide, the election of directors shall take place yearly
and all the directors then in office shall retire, but, if qualified, are
eligible for re-election.

(3) Subsection 2 does not affect the operation of any by-law
passed before the 30th day of April, 1954, that provides that the
election of directors shall take place otherwise than yearly.
Continuance in office

(4) If an election of directors is not held at the proper time, the directors continue in office until their successors are elected.

Rotation of directors

(5) The letters patent or supplementary letters patent may provide for the election and retirement of directors in rotation, but in that case no director shall be elected for a term of more than five years and at least three directors shall retire from office in each year.

Idem, co-ops

(6) A corporation to which Part V applies may by by-law provide for the election and retirement of directors in rotation, but in that case no director shall be elected for a term of more than five years and at least three directors shall retire from office in each year. R.S.O. 1960, c. 71, s. 300.

Quorum of directors

318.—(1) Unless the letters patent, supplementary letters patent or a special resolution otherwise provides, a majority of the board of directors constitutes a quorum, but in no case shall a quorum be less than two-fifths of the board of directors.

Vacancies

(2) As long as there is a quorum of directors in office, any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors then in office.

Idem

(3) Whenever there is not a quorum of directors in office, the director or directors then in office shall forthwith call a general meeting of the shareholders or members to fill the vacancies, and, in default or if there are no directors then in office, the meeting may be called by any shareholder or member. R.S.O. 1960, c. 71, s. 301.

President

319.—(1) The directors shall elect a president from among themselves.

Other officers

(2) The directors shall appoint a secretary and may appoint one or more vice-presidents and other officers. R.S.O. 1960, c. 71, s. 302 (1, 2).

Corporations without share capital

(3) Notwithstanding subsections 1 and 2, in the case of a corporation without share capital, if the letters patent, supplementary letters patent or by-laws so provide, the officers of the corporation or any of them may be elected or appointed at a general meeting of the members duly called for that purpose. 1964, c. 10, s. 7.

Acting secretary

(4) If the office of secretary is vacant or if for any reason the secretary is unable to act, anything required or authorized to be done by the secretary may be done by an assistant secretary or, if there is no assistant secretary able to act, by any other officer of the corporation authorized generally or specifically in that behalf by the directors. R.S.O. 1960, c. 71, s. 302 (3).
320. A corporation may by special resolution provide for the election by the directors from among themselves of a chairman of the board of directors and define his duties, and may assign to the chairman of the board of directors any or all of the duties of the president or other officer of the corporation, and in that case the special resolution shall fix and prescribe the duties of the president. R.S.O. 1960, c. 71, s. 303.

321.—(1) Except in the case of the president and the chairman of the board of directors, no officer of the corporation need be a director or a shareholder or member of the corporation unless the by-laws so provide. R.S.O. 1960, c. 71, s. 304.

(2) Subsection 1 does not apply to a corporation operating a recognized stock exchange. 1960-61, c. 13, s. 4.

322. The acts of a director or of an officer are valid notwithstanding any defect that may afterwards be discovered in his appointment or qualification. R.S.O. 1960, c. 71, s. 305.

323. A corporation shall hold an annual meeting of its shareholders or members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting. R.S.O. 1960, c. 71, s. 306.

324. The directors may at any time call a general meeting of the shareholders or members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. R.S.O. 1960, c. 71, s. 307.

325.—(1) Shareholders of a company holding not less than one-tenth of the issued shares of the company that carry the right to vote at the meeting proposed to be held, or not less than one-tenth of the members of a corporation without share capital entitled to vote at the meeting proposed to be held, as the case may be, may request the directors to call a general meeting of the shareholders or members for any purpose connected with the affairs of the corporation that is not inconsistent with this Act.

(2) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the corporation and may consist of several documents in like form signed by one or more requisitionists.

(3) Upon deposit of the requisition, the directors shall call forthwith a general meeting of the shareholders or members for the transaction of the business stated in the requisition.
(4) If the directors do not within twenty-one days from the date of the deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty days from the date of the deposit of the requisition.

(5) A meeting called under this section shall be called as nearly as possible in the same manner as meetings of shareholders or members are called under the by-laws, but, if the by-laws provide for more than twenty-one days notice of meetings, twenty-one days notice is sufficient for the calling of such meeting.

(6) Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors to call such meeting shall be repaid to the requisitionists by the corporation and any amount so repaid shall be retained by the corporation out of any moneys due or to become due from the corporation by way of fees or other remuneration in respect of their services to such of the directors as were in default, unless at such meeting the shareholders or members by a majority of the votes cast reject the repayment to the requisitionists. R.S.O. 1960, c. 71, s. 308.

326.—(1) On the requisition in writing of shareholders of a company holding not less than one-twentieth of the issued shares of the company that carry the right to vote at the meeting to which the requisition relates or not less than one-twentieth of the members of a corporation without share capital entitled to vote at the meeting to which the requisition relates, as the case may be, the directors shall,

(a) give to the shareholders or members entitled to notice of the next meeting of shareholders or members notice of any resolution that may properly be moved and is intended to be moved at that meeting; or

(b) circulate to the shareholders or members entitled to vote at the next meeting of shareholders or members a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or with respect to the business to be dealt with at that meeting.

(2) The notice or statement or both, as the case may be, shall be given or circulated by sending a copy thereof to each shareholder or member entitled thereto in the same manner and at the same time as that prescribed by this Act for the sending of notice of meetings of shareholders or members.

(3) Where it is not practicable to send the notice or statement or both at the same time as the notice of the meeting is sent, the notice or statement or both shall be sent as soon as practicable thereafter.
(4) The directors are not bound under this section to give notice of any resolution or to circulate any statement unless,

(a) the requisition, signed by the requisitionists, is deposited at the head office of the corporation,

(i) in the case of a requisition requiring notice of a resolution to be given, not less than ten days before the meeting,

(ii) in the case of a requisition requiring a statement to be circulated, not less than seven days before the meeting; and

(b) there is deposited with the requisition a sum reasonably sufficient to meet the corporation’s expenses in giving effect thereto.

(5) The directors are not bound under this section to circulate any statement if, on the application of the corporation or any other person who claims to be aggrieved, the court is satisfied that the rights conferred by this section are being abused to secure needless publicity for defamatory matter, and on any such application the court may order the costs of the corporation to be paid in whole or in part by the requisitionists notwithstanding that they are not parties to the application.

(6) A corporation and a director, officer, employee or person acting on its behalf, except a requisitionist, is not liable in damages or otherwise by reason only of the circulation of a notice or statement or both in compliance with this section.

(7) Notwithstanding anything in the by-laws of the corporation, where the requisitionists have complied with this section, the resolution, if any, mentioned in the requisition shall be dealt with at the meeting to which the requisition relates.

(8) The sum deposited under clause b of subsection 4 shall be repaid to the requisitionists by the corporation unless at the meeting to which the requisition relates the shareholders or members by a majority of the votes cast reject the repayment to the requisitionists.

(9) A director of a corporation who authorizes, permits or acquiesces in any contravention of any requirement of this section is guilty of an offence and on summary conviction is liable to a fine of not more than $200. R.S.O. 1960, c. 71, s. 309.
who would be entitled to vote at the meeting, order a meeting to be called, held and conducted in such manner as the court thinks fit, and any meeting called, held and conducted in accordance with such an order shall for all purposes be deemed to be a meeting of shareholders or members of the corporation duly called, held and conducted.  R.S.O. 1960, c. 71, s. 310.

328.—(1) Any by-law or resolution signed during a corporation's first year of existence by all the directors is as valid and effective as if passed at a meeting of the directors duly called, constituted and held for that purpose.

(2) Any resolution signed during the corporation's first year of existence by all the shareholders or members is as valid and effective as if passed at a meeting of the shareholders or members duly called, constituted and held for that purpose.

(3) Any by-law passed at any time during a corporation's existence may, in lieu of confirmation at a general meeting, be confirmed in writing by all the shareholders or members entitled to vote at such meeting.

(4) Where a by-law or resolution purports to have been passed or confirmed under this section by the signatures of all the directors, shareholders or members, as the case may be, of the corporation, the signatures to such by-law or resolution are admissible in evidence as prima facie proof of the signatures of all the directors, shareholders or members, as the case may be, and are admissible in evidence as prima facie proof that the signatories to the by-law or resolution were all the directors, shareholders or members, as the case may be, at the date that the by-law or resolution purports so to have been passed or confirmed.  R.S.O. 1960, c. 71, s. 311.

329.—(1) A corporation shall cause minutes of all proceedings at meetings of the shareholders or members and of the directors and of any executive committee to be entered in books kept for that purpose.

(2) Any such minutes, if purporting to be signed by the chairman of the meeting at which the proceedings were had or by the chairman of the next succeeding meeting, are admissible in evidence as prima facie proof of the proceedings.

(3) Where minutes in accordance with this section have been made of the proceedings of a meeting of the shareholders or members of the directors or any executive committee, then, until the contrary is proved, the meeting shall be deemed to have been duly called, constituted and held and all proceedings had thereat to have been duly had and all appointments of directors, officers or liquidators made thereat shall be deemed to have been duly made.  R.S.O. 1960, c. 71, s. 312.
330. A corporation shall cause the following documents and
registers to be kept:

1. A copy of the letters patent and of any supplementary
letters patent issued to the corporation and of the
memorandum of agreement, if any, or, if incorporated
by special Act, a copy of the Act.

2. All by-laws and special resolutions of the corporation.

3. A register of shareholders or members in which are set
out the names alphabetically arranged of all persons
who are shareholders or members or have been within
ten years shareholders or members of the corporation
and the address of every such person while a shareholder
or member and, in the case of a company, in which are
set out also the number and class of shares held by each
shareholder and the amounts paid up and remaining
unpaid on their respective shares.

4. A register of directors in which are set out the names,
addresses and callings of all persons who are or have
been directors of the corporation with the several dates
on which each became or ceased to be a director. R.S.O. 1960, c. 71, s. 313.

331. The documents and registers mentioned in sections 42 and 330 are admissible in evidence as prima facie proof before and after dissolution of the corporation of all facts purporting to be stated therein. R.S.O. 1960, c. 71, s. 314.

332. A corporation shall cause to be kept proper books of account and accounting records with respect to all financial and other transactions of the corporation and, without derogating from the generality of the foregoing, records of,

(a) all sums of money received and disbursed by the
corporation and the matters with respect to which
receipt and disbursement took place;

(b) all sales and purchases of the corporation;

(c) the assets and liabilities of the corporation; and

(d) all other transactions affecting the financial position of
the corporation. R.S.O. 1960, c. 71, s. 315.

333. A director, officer or employee of a corporation who makes or assists in making any entry in the minutes of proceed-
ings mentioned in section 329, in the documents and registers mentioned in sections 42 and 330 or in the books of account or accounting records mentioned in section 332, knowing it to be untrue, is guilty of an offence and on summary conviction is liable to a fine of not more than $1,000 or to imprisonment for a term of not more than three months, or both. R.S.O. 1960, c. 71, s. 316.
334.—(1) The minutes of proceedings mentioned in section 329, the documents and registers mentioned in sections 42 and 330 and the books of account and accounting records mentioned in section 332 shall, during the normal business hours of the corporation, be open to inspection by any director and shall, except as provided in section 44 and in subsections 2 and 3 of this section, be kept at the head office of the corporation.

(2) A corporation may keep at any place where it carries on business such parts of the accounting records as relate to the operations and assets and liabilities thereof or to such business of the corporation as was carried on or supervised or accounted for at such place, but there shall be kept at the head office of the corporation or such other place as is authorized under subsection 3 such records as will enable the directors to ascertain quarterly with reasonable accuracy the financial position of the corporation.

(3) Upon necessity therefor being shown and adequate assurance given that the minutes, documents, registers, books of account and accounting records mentioned in subsection 1 may be inspected by any person entitled thereto at the head office or some other place in Ontario designated by the Minister after application to him for such inspection, he may upon such terms as he sees fit by order permit any corporation to keep such of them at such place or places, other than the head office, as he sees fit.

(4) A director, officer or employee of a corporation who contravenes subsection 1 is guilty of an offence and on summary conviction is liable to a fine of not more than $200.

(5) The Minister may by order upon such terms as he sees fit rescind any order made under subsection 3 or any order made by the Lieutenant Governor in Council under a predecessor of that subsection. R.S.O. 1960, c. 71, s. 317.

335.—(1) The minutes of proceedings at meetings of shareholders or members mentioned in section 329 and the documents and registers mentioned in sections 42 and 330, during the normal business hours of the corporation, shall, at the place or places where they are kept, be open to inspection by the shareholders or members and creditors of the corporation or their agents or legal representatives, and any of them may make extracts therefrom.

(2) Every person who refuses to permit a person entitled thereto to inspect such minutes, documents or registers, or to make extracts therefrom, is guilty of an offence and on summary conviction is liable to a fine of not more than $200. R.S.O. 1960, c. 71, s. 318.
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336.—(1) No shareholder or member or creditor or the agent or legal representative of any of them shall make or cause to be made a list of all or any of the shareholders or members of the corporation, unless he has filed with the corporation or its agent an affidavit of such shareholder, member or creditor in the following form, and, where the shareholder, member or creditor is a corporation, the affidavit shall be made by the president or other officer authorized by resolution of the board of directors of such corporation:

Form of Affidavit

Province of Ontario County of

In the matter of (Insert name of corporation)

I, .................., of the ........ of ................., in the ........ of ..., make oath and say:

1. I am a shareholder (or member or creditor) of the above-named corporation.

(Where the shareholder, member or creditor is a corporation, indicate office and authority of deponent in paragraph 1.)

2. I am applying to make a list of the shareholders (or members) of the above-named corporation.

3. I require the list of shareholders (or members) only for purposes connected with the above-named corporation.

4. The list of shareholders (or members) and the information contained therein will be used only for purposes connected with the above-named corporation.

Sworn, etc.

(2) Every person, other than a corporation or its agent, who uses a list of all or any of the shareholders or members of the corporation for the purpose of delivering or sending to all or any of such shareholders or members advertising or other printed matter relating to shares or securities, other than the shares or securities of the corporation, or for purposes not connected with the corporation is guilty of an offence and on summary conviction is liable to a fine of not more than $1,000.

(3) Purposes connected with the corporation include any effort to influence the voting of shareholders or members at any meeting of the corporation and include the acquisition or offering of shares to acquire control or to effect an amalgamation or reorganization and any other purpose approved by the Minister. R.S.O. 1960, c. 71, s. 319 (1-3).

337.—(1) Any person, upon payment of a reasonable charge therefor and upon filing with the corporation or its agent the affidavit referred to in subsection 2, may require a corporation, other than a private company, or its transfer agent, to furnish within ten days from the filing of such affidavit a list setting out the names alphabetically arranged of all persons who are shareholders or members of the corporation, the number of shares
owned by each such person and the address of each such person as shown on the books of the corporation made up to a date not more than ten days prior to the date of filing the affidavit.

**Affidavit**

(2) The affidavit referred to in subsection 1 shall be made by the applicant and shall be in the following form:

**Form of Affidavit**

Province of Ontario  
Count of  
In the matter of (Insert name of corporation)

I, ................................., of the .................................

in the ................................ of ................................,

make oath and say:

(Where the applicant is a corporation, indicate office and authority of deponent.)

1. I hereby apply for a list of the shareholders (or members) of the above-named corporation.

2. I require the list of shareholders (or members) only for purposes connected with the above-named corporation.

3. The list of shareholders (or members) and the information contained therein will be used only for purposes connected with the above-named corporation.

Sworn, etc.

(3) Where the applicant is a corporation, the affidavit shall be made by the president or other officer authorized by resolution of the board of directors of such corporation.

**Offence**

(4) Every person who uses a list of shareholders or members of a corporation obtained under this section,

(a) for the purpose of delivering or sending to all or any of such shareholders or members advertising or other printed matter relating to shares or securities other than the shares or securities of the corporation; or

(b) for any purpose not connected with the corporation,

is guilty of an offence and on summary conviction is liable to a fine of not more than $1,000.

**Offence**

(5) Every corporation or transfer agent that fails to furnish a list in accordance with subsection 1 when so required is guilty of an offence and on summary conviction is liable to a fine of not more than $1,000, and every director or officer of such corporation or transfer agent who authorized, permitted or acquiesced in such offence is also guilty of an offence and on summary conviction is liable to a like fine.

**Interpretation**

(6) Purposes connected with the corporation include any effort to influence the voting of shareholders or members at any meeting of the corporation, any offer to acquire shares in the corporation
or any effort to effect an amalgamation or re-organization and any other purpose approved by the Minister. 1966, c. 28, s. 17, part.

338. Every person who offers for sale or sells or purchases or otherwise traffics in a list or a copy of a list of all or any of the shareholders or members of a corporation is guilty of an offence and on summary conviction is liable to a fine of not more than $1,000, and, where such person is a corporation, every director or officer of such corporation who authorized, permitted or acquiesced in such offence is also guilty of an offence and on summary conviction is liable to a like fine. 1966, c. 28, s. 17, part.

339.—(1) If the name of a person is, without sufficient cause, entered in or omitted from the minutes of proceedings mentioned in section 329 or from the documents or registers mentioned in sections 42 and 330, or if default is made or unnecessary delay takes place in entering therein the fact of any person having ceased to be a shareholder or member of the corporation, the person or shareholder or member aggrieved, or any shareholder or member of the corporation, or the corporation itself, may apply to the court for an order that the minutes, documents or registers be rectified, and the court may dismiss such application or make an order for the rectification of the minutes, documents or registers, and may direct the corporation to compensate the party aggrieved for any damage he has sustained.

(2) The court may, in any proceeding under this section, decide any question relating to the entitlement of a person who is a party to such proceeding to have his name entered in or omitted from such minutes, documents or registers, whether such question arises between two or more shareholders or members or alleged shareholders or members, or between any shareholder or member or alleged shareholder or member and the corporation.

(3) The court may direct an issue to be tried. R.S.O. 1960, Trial of issue c. 71, s. 320 (1-3).

(4) An appeal lies from the decision of the court as if it had been given in an action. R.S.O. 1960, c. 71, s. 320 (4).

(5) This section does not deprive any court of any jurisdiction it otherwise has.

(6) The costs of any proceeding under this section are in the discretion of the court. R.S.O. 1960, c. 71, s. 320 (5, 6).

340.—(1) Upon an application by the shareholders of a company holding shares representing not less than one-tenth of
the issued capital of the company, or upon an application of at
least one-tenth of the members of a corporation without share
capital, the court may appoint an inspector to investigate the
affairs and management of the corporation or may appoint a
person to audit its books.

(2) The application shall be supported by such evidence as the
court requires for the purpose of showing that the applicants have
good reason for requiring the investigation or audit, as the ease
may be.

(3) The court may require the applicants to give security to
cover the probable cost of the investigation or audit and may
make rules and prescribe the manner in which and the extent to
which the investigation or audit is to be conducted.

(4) Such inspector or auditor shall report thereon to the court
and the expense of the investigation shall, in the discretion of the
court, be defrayed by the corporation or by the applicants or
partly by the corporation and partly by the applicants.

(5) A corporation may, by resolution passed at an annual
meeting or at a general meeting called for that purpose, appoint
an inspector to investigate its affairs and management.

(6) The inspector appointed under subsection 5 has the same
powers and shall perform the same duties as an inspector
appointed under subsection 1 and he shall make his report in such
manner and to such persons as the corporation by resolution
directs.

(7) All officers and agents of the corporation shall produce for
the examination of any inspector or auditor appointed under this
section all books and records in their custody or power.

(8) Any such inspector or auditor may examine upon oath the
officers, agents and employees of the corporation in relation to its
affairs and management.

(9) Every officer or agent who refuses to produce any book or
record referred to in subsection 7 and every person so examined
who refuses to answer any question relating to the affairs and
management of the corporation is guilty of an offence and on
summary conviction is liable to a fine of not more than $200.

(10) A copy of the report of the inspector or auditor, as the case
may be, authenticated by the court or under the seal of the
corporation whose affairs and management he has investigated, is
admissible in any legal proceedings as evidence of the opinion of
the inspector or auditor in relation to any matter contained in the report. R.S.O. 1960, c. 71, s. 321.

341.—(1) If a corporation exercises its corporate powers when its shareholders or members are fewer than three for a period of more than six months after the number has been so reduced, every person who was a shareholder or member of the corporation during the time that it so exercised its corporate powers after such period of six months and is aware of the fact that it so exercised its corporate powers is severally liable for the payment of the whole of the debts of the corporation contracted during such time and may be sued for the debts without the joinder in the action of the corporation or of any other shareholder or member.

(2) A shareholder or member who has become aware that the corporation is so exercising its corporate powers may serve a protest in writing on the corporation and may by registered letter notify the Minister of such protest having been served and of the facts upon which it is based, and such shareholder or member may thereby and not otherwise, from the date of his protest and notification, exonerate himself from liability.

(3) If after notice from the Minister the corporation refuses or neglects to bring the number of its shareholders or members up to three, such refusal or neglect may be regarded by the Lieutenant Governor as sufficient cause for the making of an order under subsection 1 of section 347. R.S.O. 1960, c. 71, s. 322.

342.—(1) A corporation incorporated otherwise than by letters patent and being at the time of its application a subsisting corporation may apply for letters patent under this Act, and the Lieutenant Governor may issue letters patent continuing it as if it had been incorporated under this Act.

(2) Where a corporation applies for the issue of letters patent under subsection 1, the Lieutenant Governor may, by the letters patent, limit or extend the powers of the corporation, name its directors and change its corporate name, as the applicant desires.

(3) A corporation incorporated under the laws of any jurisdiction other than Ontario may, if it appears to the Lieutenant Governor to be thereunto authorized by the laws of the jurisdiction in which it was incorporated, apply to the Lieutenant Governor for letters patent continuing it as if it had been incorporated under this Act, and the Lieutenant Governor may issue such letters patent on application supported by such material as appears satisfactory and such letters patent may be issued on such terms and subject to such limitations and conditions and contain such provisions as appear to the Lieutenant Governor to be fit and proper. R.S.O. 1960, c. 71, s. 323.
Transfer of Ontario corporations

343.—(1) A corporation incorporated under the laws of Ontario may, if authorized by a special resolution, by the Minister and by the laws of any other jurisdiction in Canada, apply to the proper officer of that other jurisdiction for an instrument of continuation continuing the corporation as if it had been incorporated under the laws of that other jurisdiction.

(2) The corporation shall file with the Minister a notice of the issue of the instrument of continuation and on and after the date of the filing of such instrument this Act ceases to apply to that corporation.

(3) This section applies only to a jurisdiction that has legislation in force that permits corporations incorporated under its laws to apply for an instrument of continuation under the laws of Ontario. 1961-62, c. 21, s. 4.

Rights of creditors preserved

344. All rights of creditors against the property, rights and assets of a corporation amalgamated under section 114 or continued under section 342, and all liens upon its property, rights and assets are unimpaired by such amalgamation or continuation, and all debts, contracts, liabilities and duties of the corporation thenceforth attach to the amalgamated or continued corporation and may be enforced against it. R.S.O. 1960, c. 71, s. 324.

Forfeiture for non-user

345.—(1) If a corporation heretofore or hereafter incorporated by letters patent did not go or does not go into actual bona fide operation within two years after incorporation or for any two consecutive years did not or does not use its corporate powers, the Lieutenant Governor, after having given the corporation such notice as he considers proper, may by order declare such powers forfeited, except so far as is necessary for the winding up of the corporation.

(2) No such forfeiture affects prejudicially the rights of creditors as they exist at the date of the forfeiture.

(3) Where the powers of a corporation have been forfeited under subsection 1 or a predecessor of subsection 1, the Lieutenant Governor on the application of the corporation may by order, on such terms and conditions as he sees fit to impose, revive the corporate powers. R.S.O. 1960, c. 71, s. 325.

Revival

346. Notwithstanding anything to the contrary in any Act, in any letters patent or in any supplementary letters patent, if it is made to appear to the satisfaction of the Minister that a corporation that has objects in whole or in part of a social nature, a club that, except for paragraph a of subsection 2 of section 168 of the Criminal Code (Canada), would be a common gaming house within the meaning of paragraph d of subsection 1 of the said section 168; or
(b) occupies premises that are equipped, guarded, constructed or operated so as to hinder or prevent lawful access to and inspection by police or fire officers, or are found fitted or provided with any means or contrivance for playing any game of chance or any mixed game of chance and skill, gaming or betting or with any device for concealing, removing or destroying such means or contrivance,

the Lieutenant Governor may make an order under subsection 1 of section 347. 1962-63, c. 24, s. 10.

347.—(1) Where sufficient cause is shown, the Lieutenant Governor may by order, upon such terms and conditions as he considers fit,

(a) cancel the letters patent of a corporation and declare it to be dissolved on such date as the order may fix;

(b) declare the corporate existence of a corporation incorporated otherwise than by letters patent to be terminated and the corporation to be dissolved on such date as the order may fix; or

(c) cancel any supplementary letters patent issued to a corporation. R.S.O. 1960, c. 71, s. 326 (1).

(2) The Minister, under such circumstances and at any time as he in his discretion thinks advisable, may authorize any officer of the Department of the Minister to conduct an inquiry for the purpose of determining whether or not there is sufficient cause for the making of an order under subsection 1.

(3) Every officer so authorized has the power to summon any person to appear before him as a witness in such inquiry and to require such person to give evidence on oath, touching any matter relevant to the purpose of the inquiry, and to produce such documents and things as such officer considers requisite for that purpose.

(4) Every such officer has the same power to enforce the attendance of witnesses and to compel them to give evidence and to produce documents and things as is vested in any court in civil cases.

(5) Section 9 of The Evidence Act applies to any witness and to the evidence given by him before any such officer in any such inquiry.

(6) An appeal lies from an order made under subsection 1 to the Supreme Court upon a question of law only.

(7) The Minister is entitled to be heard, by counsel or otherwise, upon the argument of any such appeal.
(8) No costs are payable by or to any person by reason of or in respect of any such appeal. 1962-63, c. 24, s. 11.

(9) Where it appears that a corporation is in default for a period of one year in filing its annual returns under The Corporations Information Act or a predecessor thereof and that notice of such default has been sent by registered mail to each director of record in the office of the Minister to his last address shown on the records of that office and has been published once in The Ontario Gazette, the Lieutenant Governor may by order,

(a) cancel the letters patent of the corporation and declare it to be dissolved on such date as the order may fix; or

(b) declare the corporate existence of the corporation, if it was incorporated otherwise than by letters patent, to be terminated and the corporation to be dissolved on such date as the order may fix. R.S.O. 1960, c. 71, s. 326 (2); 1964, c. 10, s. 8 (1).

(10) Where a corporation has been or is dissolved under subsection 9, the Lieutenant Governor, on the application of any interested person made within one year after the date of dissolution, may in his discretion by order, on such terms and conditions as he sees fit to impose, revive the corporation, and thereupon the corporation shall, subject to the terms and conditions of the order and to any rights acquired by any person after its dissolution, be restored to its legal position, including all its property, rights, privileges and franchises, and be subject to all its liabilities, contracts, disabilities and debts, as at the date of its dissolution, in the same manner and to the same extent as if it had not been dissolved. R.S.O. 1960, c. 71, s. 326 (3); 1964, c. 10, s. 8 (2).

348. Notwithstanding its dissolution under section 347, a corporation continues in existence,

(a) for a period of three years after the date of its dissolution for the purpose only of prosecution or defending any action, suit or other proceeding commenced by or against it prior to its dissolution; and

(b) until such time, beyond the three-year period mentioned in clause a, if necessary, as any decree, order or judgment of a court of competent jurisdiction in any such action, suit or other proceeding is fully executed. 1962-63, c. 24, s. 12.

349.—(1) The charter of a corporation incorporated by letters patent may be surrendered if the corporation proves to the satisfaction of the Lieutenant Governor,
(a) that the surrender of its charter has been authorized,
   (i) by a majority of the votes cast at a meeting of its shareholders or members duly called for that purpose or by such other vote as the letters patent or supplementary letters patent of the corporation provide, or
   (ii) by the consent in writing of all the shareholders or members entitled to vote at such meeting;
(b) that it has parted with its property by distributing it rateably among its shareholders or members according to their rights and interests in the corporation;
(c) that it has no debts, obligations or liabilities or its debts, obligations or liabilities have been duly provided for or protected or its creditors or other persons having interests in its debts, obligations or liabilities consent;
(d) that there are no proceedings pending in any court against it; and
(e) that it has given notice of its intention to surrender its charter by publication once in The Ontario Gazette and once in a newspaper published at or as near as may be to the place where it has its head office.

(2) The Lieutenant Governor, upon due compliance with this section, may by order accept the surrender of the charter and declare the corporation to be dissolved on such date as the order may fix.

(3) When a corporation surrenders its charter and a shareholder or member is unknown or his whereabouts is unknown, it may, by agreement with the Public Trustee, deliver or convey his share of the property to the Public Trustee to be held in trust for him, and such delivery or conveyance shall be deemed to be a rateable distribution among the shareholders or members for the purposes of clause (b) of subsection 1.

(4) When a corporation surrenders its charter and a creditor is unknown or his whereabouts is unknown, it may, by agreement with the Public Trustee, pay to the Public Trustee an amount equal to the amount of the debt due to the creditor to be held in trust for the creditor, and such payment shall be deemed to be due protection of the debt for the purposes of clause (c) of subsection 1.

(5) If the share of the property so delivered or conveyed to the Public Trustee under subsection (3) is in a form other than money, the Public Trustee may at any time, and within ten years after such delivery or conveyance shall, convert it into money.

(6) If the share of the property delivered or conveyed under subsection (3) or its equivalent in money, or the amount paid under subsection (4), as the case may be, is claimed by the person...
beneficially entitled thereto within ten years after it was so delivered, conveyed or paid, it shall be delivered, conveyed or paid to him, but, if not so claimed, it vests in the Public Trustee for the use of Ontario, and, if the person beneficially entitled thereto at any time thereafter establishes his right thereto to the satisfaction of the Lieutenant Governor in Council, an amount equal to the amount so vested in the Public Trustee shall be paid to him.

(7) Where an order has been made before the 30th day of April, 1954, accepting the surrender of the charter of a corporation and the Public Trustee is holding property of the corporation in trust for its shareholders, members or creditors, subsections 5 and 6 apply to the property so held, except that the ten-year period mentioned in subsection 6 commences on the 30th day of April, 1954. R.S.O. 1960, c. 71, s. 327.

350. The corporate existence of a corporation incorporated otherwise than by letters patent may be terminated by order of the Lieutenant Governor upon application therefor by such corporation under like circumstances, in like manner and with like effect as a corporation incorporated by letters patent may surrender its charter. R.S.O. 1960, c. 71, s. 328.

351.—(1) Notwithstanding the dissolution of a corporation, the shareholders or members among whom its property has been distributed remain liable to its creditors to the amount received by them respectively upon such distribution, and an action may be brought within one year from the date of such dissolution in a court of competent jurisdiction to enforce such liability.

(2) Where there are numerous shareholders or members, such court may permit an action to be brought against one or more shareholders or members as representatives of the class and, if the plaintiff establishes his claim as creditor, may make an order of reference and add as parties in the Master's office all such shareholders or members as are found and the Master shall determine the amount that each should contribute towards the plaintiff's claim and may direct payment of the sums so determined. R.S.O. 1960, c. 71, s. 329.

352. Any real or personal property of a corporation that has not been disposed of at the date of its dissolution is forfeit to the Crown. R.S.O. 1960, c. 71, s. 330.

353. A copy of any by-law of a corporation under its seal and purporting to be signed by an officer of the corporation, or a certificate similarly authenticated to the effect that a person is a shareholder or member of the corporation and that dues or other sums payable are due and have not been paid, or that a call or
assessments that have been made is due and has not been paid, shall be received in all courts as prima facie proof of the by-law or of the statements contained in such certificate. R.S.O. 1960, c. 71, s. 331.

354. — (1) Subject to the letters patent, supplementary letters patent or by-laws, a notice or demand to be served or made by a corporation upon a shareholder or member may be served or made personally or sent by registered letter addressed to the shareholder or member at his last address as shown on the books of the corporation.

(2) Subject to the letters patent, supplementary letters patent or by-laws, a notice or other document served by mail by a corporation on a shareholder or member shall be deemed to be served at the time when it would be delivered in the ordinary course of mail. R.S.O. 1960, c. 71, s. 332.

355. Proof of any matter that is necessary to be made under this Act may be made by certificate. R.S.O. 1960, c. 71, s. 333.

356. A corporation that insures property with or insures the property of other persons, where such insurance is reciprocal and for protection only and not for profit, shall not be deemed to be an insurer or an insurance corporation within the meaning of this Act. R.S.O. 1960, c. 71, s. 334.

357. The Lieutenant Governor in Council may make regulations,

(a) prescribing a tariff of fees to be paid on applications, returns, filings, searches, copies of documents and any other transaction under this Act, and such fees may vary in amount, having regard to the nature of the corporation, the authorized capital or otherwise, as is deemed expedient;

(b) respecting any matter that he considers requisite for carrying out the objects of this Act, and, without limiting the generality of the foregoing, respecting names of corporations or classes thereof, objects of corporations, authorized capital of companies, the preferences, rights, conditions, restrictions, limitations or prohibitions attaching to shares or classes of shares of companies, or any other matter pertaining to letters patent, supplementary letters patent or orders or the applications therefor. R.S.O. 1960, c. 71, s. 335.

358. No letters patent and no supplementary letters patent shall be issued and no order shall be made and no document shall be signed in advance.
be accepted for filing under this Act until all fees therefor have been paid. R.S.O. 1960, c. 71, s. 336.

359. — (1) Where proceedings under this Act are brought in a county or district court, a respondent may, by notice served on the applicant and on the other respondents, if any, and filed with proof of service thereof with the clerk of the county or district court not later than two days preceding the day of return of the application, require the proceedings to be moved into the Supreme Court.

(2) Upon the filing of the notice and proof of service thereof, the clerk of the county or district court shall forthwith transmit the papers and proceedings to the proper office of the Supreme Court in the county or district in which the proceedings are brought.

(3) When the papers and proceedings are received at the proper office of the Supreme Court, the proceedings are ipso facto removed into the Supreme Court.

(4) Where an application is made to or is removed into the Supreme Court, the court may refer any question to the Master or other officer for inquiry and report. R.S.O. 1960, c. 71, s. 337.

360. An appeal lies to the Court of Appeal from any order made by a court under this Act. R.S.O. 1960, c. 71, s. 338, amended.

361. — (1) Every person who makes or assists in making a statement in any return, certificate, financial statement or other document required by or for the purposes of this Act or the regulations made under this Act, knowing it to be untrue, is guilty of an offence and on summary conviction is liable to a fine of not more than $1,000 or to imprisonment for a term of not more than three months, or to both. R.S.O. 1960, c. 71, s. 339; 1962-63, c. 24, s. 13 (1).

(2) No prosecution under subsection 1 shall be commenced more than one year after the facts upon which the prosecution is based first came to the personal knowledge of the Minister or Deputy Minister. 1962-63, c. 24, s. 13 (2).

362. Every corporation that, and every person who, being a director or officer of the corporation, or acting on its behalf, commits any act contrary to any provision of this Act, or fails or neglects to comply with any such provision, is guilty of an offence and on summary conviction, if no penalty for such act, failure or neglect is expressly provided by this Act, is liable to a fine of not more than $200. R.S.O. 1960, c. 71, s. 340.
363. Where a shareholder or member or creditor of a corporation is aggrieved by the failure of the corporation or a director, officer or employee of the corporation to perform any duty imposed upon it or him by this Act, the shareholder, member or creditor, notwithstanding the imposition of any penalty and in addition to any other rights that he may have, may apply to the court for an order directing the corporation, director, officer or employee, as the case may be, to perform such duty, and upon such application the court may make such order or such other order as the court thinks fit. R.S.O. 1960, c. 71, s. 341.

364.—(1) Where it appears to the Commission that any person or company to which section 74, subsection 1 of section 86 or subsection 1 of section 87 applies has failed to comply with or is contravening any such provision, notwithstanding the imposition of any penalty in respect of such non-compliance or contravention, the Commission may apply to a judge of the High Court designated by the Chief Justice of the High Court for an order directing such person or company to comply with such provision or for an order restraining such person or company from contravening such provision, and upon the application, the judge may make such order or such other order as the judge thinks fit. (2) An appeal lies to the Court of Appeal from an order made under subsection 1. 1968-69, c. 16, s. 10.

365. The Lieutenant Governor in Council may relieve a corporation incorporated before the 30th day of April, 1954, from compliance with any provision of this Act. R.S.O. 1960, c. 71, s. 342.

PART IX

EXTRA-PROVINCIAL CORPORATIONS

366. In this Part, (a) “extra-provincial corporation” means a corporation incorporated otherwise than by or under the authority of an Act of the Legislature; (b) “regulations” means the regulations made under this Part. R.S.O. 1960, c. 71, s. 343.

367. Extra-provincial corporations shall be divided into the following classes:

Class 1. Corporations incorporated by or under the authority of an Act of the Legislature of the late Province of Upper Canada, or by charter of the Government of that Province.
Class 2. Corporations incorporated by or under the authority of an Act of the Legislature of the late Province of Canada, or by charter of the Government of that Province, and carrying on business in Ontario on the 1st day of July, 1900.

Class 3. Corporations that had before the 1st day of July, 1900, received from the Government of Ontario a licence to carry on business in Ontario, or that have been authorized by an Act of the Legislature to carry on business in Ontario while such licence or Act is in force.

Class 4. Corporations licensed or registered under The Insurance Act, The Investment Contracts Act or The Loan and Trust Corporations Act.

Class 5. Corporations not having gain for any of their objects.

Class 6. Corporations incorporated by or under the authority of an Act of the Parliament of Canada and authorized to carry on business in Ontario.

Class 7. Corporations exempted from this Part by the Lieutenant Governor in Council.

Class 8. Corporations within the meaning of sections 8 to 12 of The Corporations Tax Act.

Class 9. Corporations engaged in the brewery, distillery or wine industry that are licensed under The Liquor Control Act.

Class 10. Corporations, other than those mentioned in classes 1 to 9, incorporated by or under the authority of an Act of the Legislature of the late Province of Canada, or by charter of the Government of that Province, authorized to carry on business in Upper Canada, but not carrying on business in Ontario on the 1st day of July, 1900.

Class 11. Corporations not within classes 1 to 10. R.S.O. 1960, c. 71, s. 344.

368.—(1) Where it appears that legislation is in force in any other province of Canada exempting corporations incorporated under the law of Ontario from any Act corresponding with this Part, the Lieutenant Governor in Council may exempt corporations incorporated under the law of such other province from this Part.

(2) Notwithstanding subsection 1, the Lieutenant Governor in Council may exempt any class or classes of extra-provincial corporations from this Part. R.S.O. 1960, c. 71, s. 345.
369. — (1) No extra-provincial corporation within class 10 or 11 mentioned in section 367 shall carry on in Ontario any of its business unless a licence under this Part or a predecessor of this Part so to do has been issued to it and unless such licence is in force, and no person, as the representative or agent of or acting in any other capacity for any such extra-provincial corporation, shall carry on any of its business in Ontario unless it has received such licence and unless such licence is in force.

(2) If an extra-provincial corporation has no resident agent or representative or no office or place of business in Ontario, the taking of orders for or the buying or selling of goods, wares and merchandise by travellers or by correspondence shall not be deemed a carrying on of business within the meaning of this Part. R.S.O. 1960, c. 71, s. 346.

370. — (1) An extra-provincial corporation within class 10 or 11 mentioned in section 367 may apply to the Lieutenant Governor for a licence to carry on its business or part thereof, and to exercise its powers or part thereof, in Ontario.

(2) Upon the application for a licence, the applicant shall establish to the satisfaction of the Minister, or such officer as is charged by him to report thereon, that this Part and the regulations have been complied with, and the Minister or such officer may, for that or for any other purpose under this Part, take evidence under oath. R.S.O. 1960, c. 71, s. 347.

371. No limitations or conditions shall be included in any such licence that would limit the rights of an extra-provincial corporation within class 10 mentioned in section 367 to carry on in Ontario such part of its business and to exercise in Ontario such part of its powers as by its Act or instrument of incorporation it is authorized to carry on and exercise therein. R.S.O. 1960, c. 71, s. 348.

372. Where an extra-provincial corporation within class 10 mentioned in section 367 complies with this Part and the regulations, the Lieutenant Governor shall issue a licence to it to carry on its business and to exercise its powers in Ontario. R.S.O. 1960, c. 71, s. 349.

373. — (1) Where an extra-provincial corporation within class 11 mentioned in section 367 complies with this Part and the regulations, the Lieutenant Governor may in his discretion issue a licence to it to carry on the whole or such part of its business and to exercise the whole or such part of its powers in Ontario as is embraced in the licence, subject, however, to such limitations and conditions as are specified therein.
(2) A licence shall not be issued to an extra-provincial corporation within class 11 mentioned in section 367 if its name is objectionable. R.S.O. 1960, c. 71, s. 350.

374. The Minister may in his discretion and under the seal of his office have, use, exercise and enjoy any power, right or authority conferred on the Lieutenant Governor under this Part. R.S.O. 1960, c. 71, s. 351.

Notice

375. The Minister shall cause notice of the issue of a licence under this Part to be given in *The Ontario Gazette*, and a copy of the Gazette containing the notice is admissible in evidence as prima facie proof in all proceedings by and against the corporation and otherwise under this Part or otherwise of the issue of the licence and of the terms thereof mentioned in the notice, and a copy of the licence certified by the Minister or his deputy is sufficient evidence of the licence before all courts and tribunals. R.S.O. 1960, c. 71, s. 352.

Power to hold land

376. Every extra-provincial corporation having a licence under this Part or a predecessor of this Part, and every extra-provincial corporation exempted under subsection 1 of section 368 from this Part, has power, subject to its Act or instrument of incorporation, to acquire by purchase, lease or otherwise, to hold, to mortgage, to sell, to alienate and to convey any land or interest therein in Ontario necessary for its actual use and occupation or for carrying on its undertaking. R.S.O. 1960, c. 71, s. 353.

Cancellation of licence

377.—(1) Where sufficient cause is shown, the Lieutenant Governor may by order, upon such terms and conditions as he deems fit, cancel any licence issued under this Part or a predecessor of this Part.

Publication of notice

(2) The Minister shall cause notice of the cancellation of a licence under this section to be given in *The Ontario Gazette*. R.S.O. 1960, c. 71, s. 354.

Offence

378. Any extra-provincial corporation within class 10 or 11 mentioned in section 367 or its representative or agent that carries on in Ontario any part of its business contrary to section 369 is guilty of an offence and on summary conviction is liable to a fine of $50 for every day upon which it or he so carries on business. R.S.O. 1960, c. 71, s. 355.

Prohibition of actions

379.—(1) So long as an extra-provincial corporation within class 11 mentioned in section 367 is unlicensed, it is not capable of maintaining any action or other proceeding in any court in Ontario in respect of any contract made in whole or in part in Ontario in the course of or in connection with business carried on contrary to section 369.
(2) Upon the issue or restoration of a licence, or the removal of any suspension thereof, such action or other proceeding may be maintained as if the licence had been granted or restored or the suspension had been removed before the institution thereof. R.S.O. 1960, c. 71, s. 356.

380. There shall be paid for a licence under this Part such fee as is prescribed by the Lieutenant Governor in Council. R.S.O. 1960, c. 71, s. 357.

381. The Lieutenant Governor in Council may make regulations,

(a) respecting the evidence required upon an application for a licence under this Part as to the incorporation of the corporation, its powers and objects and its existence as a valid and subsisting corporation;

(b) respecting the appointment and continuance by the corporation of a person as its representative in Ontario on whom service of process, notices or other proceedings may be made, and the powers to be conferred on such representative;

(c) respecting the limitations and conditions that may be specified in licences;

(d) respecting the forms of licences, powers of attorney, applications, notices, statements, returns and other documents relating to applications and other proceedings under this Part;

(e) prescribing fees for licences under this Part. R.S.O. 1960, c. 71, s. 358.

382.—(1) The Minister shall, after the close of each fiscal year, prepare an annual report showing the licences issued under this Part during such year, the authorized capital of each corporation licensed and the fee paid for each licence.

(2) The Minister shall submit the report to the Lieutenant Governor in Council and shall then lay the report before the Assembly if it is in session or, if not, at the next ensuing session. R.S.O. 1960, c. 71, s. 359.
CONVERSION OF JOINT STOCK LIFE COMPANIES INTO MUTUAL COMPANIES

1. The terms and provisions of any plan referred to in section 241 of The Corporations Act shall be set forth in detail in a by-law made by the directors and confirmed at a special general meeting of the company duly called for the purpose of considering the by-law, and there shall be recorded in the minutes of the meeting the number of votes for and the number of votes against confirmation of the by-law, the votes of shareholders and the votes of policyholders being recorded separately.

Sanction of by-law by Lieutenant Governor in Council

2. No such by-law becomes effective until sanctioned by the Lieutenant Governor in Council, and in no case shall any such by-law be sanctioned unless the Lieutenant Governor in Council is satisfied that,

(a) the conversion of the company into a mutual company may reasonably be expected to be achieved under the terms of the by-law and in accordance with this paragraph;

(b) the paid-up capital of the company has ceased to be an important factor in safeguarding the interests of the policyholders of the company, having regard to the quality and amount of assets of the company, the surplus of the company relative to its liabilities, the nature of the business carried on by the company and any other considerations deemed by the Lieutenant Governor in Council to be relevant;

(c) the majority of the votes cast by shareholders and the majority of the votes cast by policyholders at the special general meeting referred to in paragraph 1, whether in person or by proxy, were in favour of confirmation of the by-law;

(d) the company holds offers from shareholders, in such terms as to preclude the withdrawal thereof prior to notice by the company in accordance with paragraph 13, to sell to the company, at a price fixed by the directors, not less than 25% of all issued and outstanding shares of the capital stock of the company immediately upon the sanction of the by-law by the Lieutenant Governor in Council, or not less than 50% of all issued and outstanding shares of the capital stock of the company within such period, commencing immediately upon the sanction of the by-law by the Lieutenant Governor in Council, as is specified in the by-law;

(e) the amount required to purchase 25% of the issued and outstanding shares of the capital stock of the company at the price fixed by the directors for the purposes of clause (d) of paragraph 2 shall not exceed the maximum amount, determined in accordance with paragraph 9, that may be applied by the company, immediately upon the sanction of the by-law by the Lieutenant Governor in Council, in payment for shares purchased under the terms of the by-law; and

(f) the price fixed by the directors for the purposes of clause (d) is fair and reasonable in the circumstances.

3. Upon the sanction of the by-law by the Lieutenant Governor in Council, the price fixed for the purposes of clause (d) of paragraph 2 shall continue to be the price that may be paid for shares purchased under the terms of the by-law until such price is changed by the directors in accordance with paragraph 4.

4. The directors may from time to time change the price to be paid for shares purchased under the terms of the by-law, but no such change becomes effective until approved by the Minister on the report of the Superintendent.

5. The price fixed for the purposes of clause (d) of paragraph 2 and any subsequent change in price approved in accordance with paragraph 4 shall remain in effect for a period of not less than six months from the date of sanction of the by-law or the date of approval by the Minister, as the case may be.
6. All shares purchased under the terms of the by-law shall be paid for by the company in full at the time of the purchase thereof, but nothing in this paragraph shall be construed as prohibiting the company from applying, in payment for any shares so purchased, the full amount of the purchase price thereof by promissory note, payable at a fixed or determinable future time not later than ten years from the date of the making thereof and bearing a rate of interest fixed by the directors and approved by the Minister on the report of the Superintendent.

7. The by-law shall fix a day for the commencement of purchase of shares under the terms of the by-law, which day shall be not sooner than the day following the day the by-law is sanctioned by the Lieutenant Governor in Council.

8. Subject to paragraph 9, the company shall purchase all shares offered for sale under the terms of the by-law on the day or days fixed by the terms of the offer in each case for the sale of those shares and at the price in effect on the day the offer was received or the day fixed by the by-law for the purposes of paragraph 7, whichever is the later, except that no such purchase shall be made prior to the day so fixed by the by-law.

9. Notwithstanding anything in this Schedule, the maximum amount that may be applied by the company at any particular time in payment for shares purchased under the terms of the by-law is the amount by which,

(a) the aggregate of the surplus and general or contingency reserves of the company, after deducting the excess of the book value over the par value of any shares purchased under the terms of the by-law on or before the date as of which the condition and affairs of the company are required to be shown in the most recent annual statement as required by The Corporations Act, R.S.O. 1970, c. 89

exceeds the aggregate of,

(b) 6 per cent of the total assets of the company, or such lesser percentage of the total assets of the company as may be approved by the Lieutenant Governor in Council, upon application by the company, as safe and reasonable in the circumstances having regard to the bases and methods used in the computation of the policy reserves of the company, the quality of its assets, the nature of the business transacted by the company, the earnings of the company and any other matters deemed by the Lieutenant Governor in Council to be relevant thereto; and

(c) the total amount applied by the company before that particular time in payment for any shares purchased under the terms of the by-law after the date referred to in clause (a).

10. For the purposes of paragraph 9, the assets, surplus and general or contingency reserves of the company and the book value of any shares purchased under the terms of the by-law shall be taken as shown in the annual statement referred to in clause (a) of paragraph 9.

11. Where, by reason of paragraph 9, the company may, at any particular time, purchase some but not all of the shares in respect of which offers for sale at that time have been received, the amount that may be applied by the company at that time in payment for shares purchased under the terms of the by-law shall be applied by the company by apportionment among all of the shares so offered for sale at that time, or any of them, in such manner as is specified in the by-law.

12. The company shall cause a register to be kept in which shall be recorded the offers for sale of shares under the terms of the by-law in the order in which such offers are received by the company, showing, in respect of each such offer,

(a) the date of receipt by the company of the offer;

(b) the name and address of the shareholder making the offer;

(c) the number of shares so offered by the shareholder making the offer and the day or days fixed by the terms of the offer for the sale of those shares;

(d) the price at which each of the shares so offered may be purchased;

(e) the date of purchase, if any, of each of the shares so offered and the number of shares purchased; and
Notice to shareholders of discontinuation of purchases

Shares purchased:

(f) the date of withdrawal, if any, of the offer and the number of shares affected thereby.

13. Where, by reason of paragraph 9, the company is required to discontinue the purchase of shares under the terms of the by-law, the company shall give notice of such discontinuation to each shareholder on the register whose offer for the sale of shares has not been fully taken up by the company, but any such offer as regards shares not so purchased shall continue to be effective and shall maintain its place on the register until withdrawn by the shareholder by notice in writing to the company.

14. Where the company has purchased any shares of the capital stock of the company under the terms of the by-law,

(a) the number of policyholders' directors of the company shall at all times thereafter be not less than,
   (i) one-third of the total number of directors, or
   (ii) that proportion of the total number of directors, as nearly as may be, that the total number of shares purchased under the terms of the by-law is of the total number of shares outstanding immediately prior to the sanction of the by-law by the Lieutenant Governor in Council,

whichever is the greater, except that nothing in this clause shall be held to require an increase in the number of policyholders' directors except as vacancies occur among the shareholders' directors;

(b) the company shall not thereafter sell any of the shares so purchased, issue any new capital stock or make any calls on shares of the capital stock subscribed;

(c) any dividends thereafter payable to shareholders shall be at a rate not less than the average rate paid in the three years immediately preceding the sanction of the by-law by the Lieutenant Governor in Council, unless the company establishes to the satisfaction of the Minister that a reduction therein is justified by reason of the earnings and general financial condition of the company; and

(d) shares purchased under the terms of the by-law rank equally with other shares in the declaration of dividends to shareholders, but any dividends that may be payable in respect of shares so purchased shall be paid by transfer of the applicable amount from the shareholders' account to the insurance funds of the company.

Idem

15. In respect of each share purchased under the terms of the by-law, until the capital stock of the company has been cancelled in accordance with paragraph 20,

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(a) the company may include in its assets shown in the annual statement required by The Corporations Act an amount not exceeding the purchase price of the share, minus one-fifth of the excess of the purchase price over the par value thereof for each complete year that has elapsed since the date of purchase of the share; and

(b) the policyholders' directors shall have additional voting rights corresponding to the voting rights that might have been exercised by the holder of the share if he had not sold it, and, unless the by-law otherwise provides, such additional voting rights shall be divided as nearly as may be equally among the policyholders' directors, and the remainder, if any, shall be exercised by such one of the policyholders' directors as is designated for the purpose by resolution of all of the directors.

Notice where 90 per cent or more of the shares of its capital stock, it shall notify the Minister and each of the remaining shareholders of the company to that effect, and, for the purposes of this paragraph, notice to any shareholder shall be deemed to have been given by the company if the company has forwarded to him by registered mail, at his address shown in the book or books in which the names of the shareholders of the company are recorded, the notice required by this paragraph.
17. The notice required by paragraph 16 to be given to each of the remaining shareholders of the company shall request each such shareholder to offer his shares for sale forthwith to the company, and shall state therein the substance of paragraph 18.

18. All shares of a shareholder remaining outstanding at the expiration of six months from the date of the notice required by paragraph 16, or at the expiration of such further period as may be required by reason of paragraph 9, shall, upon tender by the company to the shareholder of an amount equal to the price in effect, be deemed to have been purchased by the company, and, for the purposes of this paragraph, tender shall be deemed to have been made to a shareholder by the company if made to him in person or by registered mail forwarded to him at his address shown in the book or books referred to in paragraph 16.

19. Where tender of an amount in accordance with paragraph 18 has been made and the amount so tendered has not been accepted, the amount so tendered shall be retained by the company for payment to the person entitled thereto, and until so paid shall be shown on the books of the company as a liability.

20. Where the company has purchased or is deemed by paragraph 18 to have purchased all of the shares of the capital stock of the company and the shares have been written down in the books of the company to their par value, the capital stock of the company shall thereupon be retired and cancelled by resolution of the board of directors, and the company shall then become a mutual company without capital stock, having for its members the participating policyholders and such other policyholders, if any, as may be authorized by by-law, and the directors shall take all necessary steps to reorganize the affairs of the company accordingly.

21. No change in any by-law of a company described in paragraph 1 shall be made after the sanction of the by-law by the Lieutenant Governor in Council, except by a subsequent by-law of the company made by the directors and confirmed at a special general meeting of the company duly called for that purpose, and no such subsequent by-law becomes effective until sanctioned by the Lieutenant Governor in Council.

22. In this Schedule, “Minister” means the member of the Executive Council charged for the time being by the Lieutenant Governor in Council with the administration of The Insurance Act, and “Superintendent” means the Superintendent of Insurance.

1962-63, c. 24, s. 14.