

1984, chapter 86

AN ACT RESPECTING THE PROVIDENT ASSURANCE COMPANY

Bill 249

Introduced by Mr Roger Paré, Member for Shefford

Introduced: 21 November 1984

Passage in principle: 20 December 1984

Passage: 20 December 1984

Assented to: 21 December 1984

Coming into force: 21 December 1984

Act amended: None





CHAPTER 86

An Act respecting the Provident Assurance Company

[Assented to 21 December 1984]

Preamble

WHEREAS the Provident Assurance Company was incorporated under chapter 68 of the statutes of 1905, amended by chapter 128 of the statutes of 1908, chapter 101 of the statutes of 1912, chapter 119 of the statutes of 1918, chapter 128 of the statutes of 1920, chapter 141 of the statutes of 1930 and by chapter 143 of the statutes of 1937, those statutes having been consolidated and replaced by chapter 106 of the statutes of 1963;

WHEREAS, subject to paragraph 3 of section 8 of chapter 106 of the statutes of 1963, the authorized capital stock of the company is currently \$20 500 000, divided into 500 000 shares of a par value of \$1 each and 400 000 preferred shares of a par value of \$50 each that may be issued in one or more series by resolution of the directors;

WHEREAS on 29 October 1981 By-law XXIV of The Provident Assurance Company was passed by the directors and approved by the shareholders, the purposes of the by-law being to consolidate the authorized preferred shares of the company, to increase the unitary par value of the shares from \$10 to \$25 and to allow them to be issued in one or more series, the directors being required to fix, by resolution, before the issue of any preferred share, the number of shares in the pertinent series, the designation and the rights, conditions and restrictions attached to such a series of shares;

WHEREAS by a resolution passed on 10 November 1981, the directors, subject to the confirmation of By-law XXIV by government order and supplementary letters patent, authorized the issue of an initial series of preferred shares of a par value of \$25 each, fixing the number of shares of such series at 200 000 and designating them as "series 'A' preferred shares" and determining the rights, privileges, conditions and restrictions attached to those shares;

WHEREAS by resolution passed on the same day, the directors granted a right to subscribe for all series "A" preferred shares for a total price of \$5 000 000 payable on or around 17 February 1982, the said right being exercisable not later than 31 December 1981 at four o'clock in the afternoon;

WHEREAS By-law XXIV of the Provident Assurance Company was confirmed by government order and supplementary letters patent dated 16 December 1981;

WHEREAS 200 000 series "A" preferred shares of The Provident Assurance Company were entered in the registers of the latter as issued and allotted on 31 December 1981 in accordance with the above subscription right and whereas the shares have since been considered as being so issued and allotted, the price of subscription having been fully paid on 17 February 1982;

WHEREAS on 4 May 1983, supplementary letters patent were issued by the Inspector General of Financial Institutions under the authority of the Act respecting insurance (R.S.Q., chapter A-32) and the Companies Act (R.S.Q., chapter C-38), consolidating the preferred shares of the capital stock of The Provident Assurance Company, including 200 000 series "A" preferred shares issued and outstanding, into one-half the number of shares of a par value of \$50 each;

WHEREAS the issue and allotment of series "A" preferred shares have been made without the resolution of the directors creating the said series of shares and authorizing the issue thereof having been ratified beforehand by the government authorities under section 155 of the Companies Act, without having been granted letters patent confirming the said resolution under section 157 of the said Act and without the consent of the Government having been obtained under sections 40 and 51 of the Act respecting insurance;

WHEREAS notwithstanding section 53 of the Act respecting insurance, the series "A" preferred shares were issued and allotted before being fully paid;

WHEREAS it is in the interest of The Provident Assurance Company and of any holder of the series "A" preferred shares that the authorization, issue and allotment of those shares and the subsequent consolidation of the preferred shares be declared valid;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

Valid issue

1. Two hundred thousand series "A" preferred shares of a par value of \$25 each of the capital stock of the Provident Assurance Company, including the rights, conditions and restrictions determined in the resolution of the directors made on 10 November 1981 are declared to have been lawfully and validly issued and allotted on 31 December 1981 in accordance with the terms of the entry made in the company's registers.

Valid consolidation

2. The preferred shares of the capital stock of The Provident Assurance Company, including the 200 000 series "A" preferred shares contemplated in section 1, are declared to have been lawfully and validly consolidated from 4 May 1983, on the conditions and according to the modalities provided in the supplementary letters patent already issued in that respect by the Inspector General of Financial Institutions.

Coming into force

3. This Act comes into force on 21 December 1984.