



NATIONAL ASSEMBLY

FIRST SESSION

FORTY-FIRST LEGISLATURE

Bill 235

(Private)

**An Act to amend the Act respecting
Industrial-Alliance, Life Insurance
Company**

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Passed in principle 15 June 2018

Passed 15 June 2018

Assented to 15 June 2018

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(Private)

AN ACT TO AMEND THE ACT RESPECTING INDUSTRIAL-ALLIANCE, LIFE INSURANCE COMPANY

AS there is reason to amend the Act respecting Industrial-Alliance, Life Insurance Company (1999, chapter 106);

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

1. Section 14 of the Act respecting Industrial-Alliance, Life Insurance Company (1999, chapter 106) is amended by replacing “the shares acquired” in the second paragraph by “all of the shares of the converted company held by such person”.

2. The Act is amended by inserting the following sections after section 15:

“**15.1.** The prohibition under section 14 of this Act does not prevent the converted company from proceeding with an operation allowing its holders of voting shares to exchange them for voting shares in a holding company provided that

(1) the operation is initiated by the converted company and approved by its board of directors;

(2) the holders of the holding company’s voting shares are, after the operation, essentially the same as those of the converted company’s voting shares immediately prior to the operation; and

(3) the holding company is constituted under the Business Corporations Act (chapter S-31.1).

Following the operation referred to in the first paragraph, section 14 of this Act shall apply to the holding company and cease to apply to the converted company. As of that time, no one may carry out an operation under which the holding company would cease to hold, directly or indirectly, 100% of the voting rights attached to the voting shares of the converted company. The provisions of the second paragraph of section 14 shall apply, with the necessary modifications, to any operation contravening this prohibition.

No agreement may, on pain of nullity, restrict or withdraw the exercise of the voting rights attached to the voting shares of the converted company.

The holding company shall maintain the ability to supply capital, if it considers it necessary, to the converted company so that the latter meets the adequacy of capital requirements under the Act respecting insurance (chapter A-32).

Consequently, the holding company shall, on request, provide the converted company with all the documents and information needed to show that it is in compliance with the fourth paragraph.

“15.2. Notwithstanding any contrary provision in any other Act, the provisions of Division II of Chapter XVI of the Business Corporations Act (chapter S-31.1) shall apply to the operation referred to in the first paragraph of section 15.1 of this Act.”

3. Section 15.2 of the Act respecting Industrial-Alliance, Life Insurance Company, enacted by section 2 of this Act, shall cease to have effect on 15 June 2021.

4. This Act comes into force on 15 June 2018.