



NATIONAL ASSEMBLY OF QUÉBEC

FIRST SESSION

FORTY-THIRD LEGISLATURE

Bill 205
(Private)

An Act respecting Beneva Mutual

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Assented to 1 December 2023

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Bill 205

(Private)

AN ACT RESPECTING BENEVA MUTUAL

AS La Capitale Civil Service Mutual is a mutual legal person within the meaning of section 197 of the Insurers Act (chapter A-32.1), governed by the Act respecting La Capitale Civil Service Mutual (2020, chapter 33), whose principal object provided for in that Act is to indirectly hold equity in the capital stock of La Capitale Civil Service Insurer Inc. and SSQ, Life Insurance Company Inc.;

AS SSQ Mutual is also a mutual legal person within the meaning of section 197 of the Insurers Act, governed by the Act respecting SSQ Mutual (2020, chapter 32), whose principal object provided for in that Act is to indirectly hold equity in the capital stock of SSQ, Life Insurance Company Inc. and La Capitale Civil Service Insurer Inc.;

AS, on 1 January 2023, in accordance with Chapter XIV of the Insurers Act and section 281 of the Business Corporations Act (chapter S-31.1), La Capitale Civil Service Insurer Inc. and SSQ, Life Insurance Company Inc., both mutual-interest regulated business corporations within the meaning of section 197 of the Insurers Act, amalgamated into a single mutual-interest regulated business corporation bearing the name of Beneva Inc.;

AS La Capitale Civil Service Mutual and SSQ Mutual wish to amalgamate into a single mutual legal person within the meaning of section 197 of the Insurers Act, whose principal object is to indirectly hold equity in Beneva Inc.;

AS the Acts governing La Capitale Civil Service Mutual and SSQ Mutual provide for no amalgamation mechanism;

AS, under the second paragraph of section 29 of the Act respecting La Capitale Civil Service Mutual and the second paragraph of section 29 of the Act respecting SSQ Mutual, the Government may render a provision of the Companies Act (chapter C-38) applicable to La Capitale Civil Service Mutual and to SSQ Mutual;

AS, on 21 June 2023, La Capitale Civil Service Mutual and SSQ Mutual both filed an application with the Minister of Finance of Québec to subject La Capitale Civil Service Mutual and SSQ Mutual to certain provisions of the Companies Act in order to begin their amalgamation process;

AS, by Order in Council 1307-2023 dated 16 August 2023 (2023, G.O. 2, 4086, French only), the Government made certain provisions of sections 123.122 and 123.124 to 123.126 of the Companies Act applicable to La Capitale Civil Service Mutual and SSQ Mutual for the purpose of allowing them to begin their amalgamation process;

AS, on 28 August 2023, the directors of La Capitale Civil Service Mutual unanimously adopted a by-law approving the agreement of amalgamation of La Capitale Civil Service Mutual with SSQ Mutual;

AS, on 28 August 2023, the directors of SSQ Mutual unanimously adopted a by-law approving the above-mentioned agreement of amalgamation;

AS, on 4 October 2023, the members of La Capitale Civil Service Mutual confirmed, by at least two-thirds of the votes cast by the members qualified to vote, at a special general meeting called for such purpose, the above-mentioned by-law adopted by the directors of La Capitale Civil Service Mutual;

AS, on 4 October 2023, the members of SSQ Mutual confirmed, by at least two-thirds of the votes cast by the members qualified to vote, at a special general meeting called for such purpose, the above-mentioned by-law adopted by the directors of SSQ Mutual;

AS, on 4 October 2023, La Capitale Civil Service Mutual and SSQ Mutual entered into the above-mentioned agreement of amalgamation;

AS the replacement of the Act respecting La Capitale Civil Service Mutual and the Act respecting SSQ Mutual by a new private Act is required to complete the amalgamation and determine the regime applicable to the mutual legal person resulting from the amalgamation;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

CHAPTER I

DEFINITIONS

1. In this Act, unless the context indicates otherwise,

“amalgamated mutual legal persons” means the LC mutual legal person and the SSQ mutual legal person, collectively;

“Beneva insurance business corporation” means Beneva Inc., a corporation governed by the Business Corporations Act (chapter S-31.1);

“Beneva mutual legal person” means Beneva Mutual, a legal person without capital stock governed by this Act;

“controlled management rights” means rights granted to a relevant shareholder by an agreement to which a patrimonial insurer or the holding company is a party and under which certain actions or certain decisions of the patrimonial insurer or its board of directors are subject to the approval of the relevant shareholder;

“equity percentage” means, with respect to a person who holds equity in a legal person, the percentage that the number of voting rights attached to the voting shares of the capital stock held by the person as a shareholder is of the total number of voting rights attached to issued and outstanding voting shares of the legal person’s capital stock;

“equity percentage of the Beneva mutual legal person” means the equity percentage held indirectly, through the intermediary of one or more legal persons, which must include the holding company, by the Beneva mutual legal person in any patrimonial insurer that is equal to the result obtained by multiplying all the equity percentages in the chain of the Beneva mutual legal person’s indirect holding of equity in the relevant patrimonial insurer;

“holding company” means Beneva Group Inc., a business corporation constituted under and governed by the Business Corporations Act;

“LC mutual legal person” means La Capitale Civil Service Mutual, a legal person without capital stock that was governed by the Act respecting La Capitale Civil Service Mutual (2020, chapter 33);

“members qualified to vote” means the members of the Beneva mutual legal person or, if the by-laws of the Beneva mutual legal person include terms providing for a process by which certain members are designated as delegates and providing that the delegates and the directors of the Beneva mutual legal person are the only persons who may vote at the annual meeting and at any special meeting of the Beneva mutual legal person, only the members who are designated as delegates and the directors, and “member qualified to vote” means any of the members qualified to vote;

“Minister” means the minister responsible for the carrying out of the Insurers Act (chapter A-32.1);

“patrimonial insurer” means any of the patrimonial insurers;

“patrimonial insurers” means the Beneva insurance business corporation, Beneva Insurance Company, La Capitale Financial Security Insurance Company, L’Unique General Insurance Inc. and Unica Insurance Inc.;

“relevant shareholder” means the holding company or any other person, trust or partnership who, directly or indirectly through the intermediary of one or more legal persons, holds shares of the capital stock of one of the patrimonial insurers, as well as that person’s successors, assignees and right-holders;

“SSQ mutual legal person” means SSQ Mutual, a legal person without capital stock that was governed by the Act respecting SSQ Mutual (2020, chapter 32).

CHAPTER II

BENEVA MUTUAL LEGAL PERSON

DIVISION I

CONTINUATION OF THE AMALGAMATED MUTUAL LEGAL PERSONS

2. On the date of coming into force of this Act, the LC mutual legal person and the SSQ mutual legal person amalgamate and are continued as the Beneva mutual legal person, and their patrimonies are joined together to form the patrimony of the Beneva mutual legal person, in accordance with the agreement of amalgamation entered into on 4 October 2023.

The rights and obligations of the amalgamated mutual legal persons become rights and obligations of the Beneva mutual legal person and the latter becomes a party to any judicial or administrative proceeding to which the amalgamated mutual legal persons were parties.

The Beneva mutual legal person retains the rights and privileges of the amalgamated legal persons for the purpose of enabling the continuation, without interruption, of the rights of holders of individual insurance and annuity contracts and the rights of participants in group insurance and annuity contracts as members, their rights now being exercised within the Beneva mutual legal person.

DIVISION II

NAME, HEAD OFFICE, OBJECTS AND POWERS

3. The name of the Beneva mutual legal person is “Mutuelle Beneva” and its English version, “Beneva Mutual”.

4. The head office of the Beneva mutual legal person is situated in the judicial district of Québec.

The Beneva mutual legal person may, by passage of a resolution of its board of directors, move its head office within the limits of the judicial district of Québec.

5. The Beneva mutual legal person may, by passage of a resolution of its board of directors, change its name. Any change in the name of the Beneva mutual legal person must be approved by a special resolution, passed in meeting, of the members qualified to vote.

In such a case, the board of directors authorizes a director or an officer to send a certified extract of the board of director's resolution authorizing the change of name to the Autorité des marchés financiers ("the Authority").

The change of name is effective as of the date and, where applicable, the time shown on the certificate issued by the Authority.

Subject to paragraph 11 of section 24, the Authority refuses to issue the certificate if the name does not comply with paragraphs 1 to 6 and 8 of section 16 of the Business Corporations Act.

The Authority sends the certificate to the enterprise registrar for deposit in the enterprise register. The Authority also sends a copy of the certificate to the Beneva mutual legal person.

6. The Beneva mutual legal person is a legal person without share capital operating in accordance with the form of representative governance provided for in Divisions III to VII of this chapter.

7. The principal object of the Beneva mutual legal person is to hold indirectly, through the intermediary of one or more legal persons, which must include the holding company, equity in the capital stock of the Beneva insurance business corporation. It may indirectly hold equity in the capital stock of any other insurance business corporation to the extent that the equity is held directly or indirectly by the holding company or any of the patrimonial insurers.

The Beneva mutual legal person may encourage economic, social or educational activities, including through foundations.

8. The Beneva mutual legal person makes the investments it considers appropriate, as a prudent and reasonable person would do in similar circumstances, acting with honesty and loyalty in its members' interests.

DIVISION III

MEMBERS OF THE BENEVA MUTUAL LEGAL PERSON

9. The members of the Beneva mutual legal person are,

(1) with respect to individual insurance, a natural person who is the holder of an insurance or annuity contract with a patrimonial insurer or, if there is more than one holder, the person designated from among the holders in accordance with the by-laws of the Beneva mutual legal person;

(2) with respect to group insurance, a participant in a group insurance contract or group annuity contract of which the insurer or debtor is a patrimonial insurer; and

(3) with respect to damage insurance, any natural person insured by a patrimonial insurer, through a group plan of the professional order to which the person belongs, against the liability the person may incur because of faults committed by the person in the practice of the person's profession.

A person retains the status of member as long as

(1) the contract referred to in the first paragraph conferring that status on the person is in force; and

(2) the Beneva mutual legal person holds indirectly, through the intermediary of one or more legal persons, equity in the patrimonial insurer that is the insurer or debtor under the terms of the contract referred to in the first paragraph.

10. In no case is a subrogated holder a member.

11. Each member qualified to vote has the right to only one vote, regardless of the number or amount of the contracts the member holds or participates in. No member may vote by proxy.

DIVISION IV

ADMINISTRATION OF THE BENEVA MUTUAL LEGAL PERSON

12. The members qualified to vote elect the directors of the Beneva mutual legal person in the manner prescribed by its by-laws.

The board of directors of the Beneva mutual legal person may adopt a policy to ensure that the board is composed of a proportion of women and men tending towards gender parity and of at least one member 35 years of age or under at the time of appointment and at least one member who, in the opinion of the board, is representative of the diversity of Québec society.

13. The Beneva mutual legal person may, in its by-laws, determine the minimum, which may not be less than seven, and maximum number of directors.

14. The majority of the directors of the Beneva mutual legal person must reside in Québec.

15. No more than one-third of the board of directors of the Beneva mutual legal person may be composed of remunerated officers and employees of legal persons affiliated with the Beneva mutual legal person within the meaning of the Insurers Act.

DIVISION V**BY-LAWS OF THE BENEVA MUTUAL LEGAL PERSON**

16. The by-laws of the Beneva mutual legal person may include terms providing for a process by which certain members are designated as delegates and providing that the delegates and the directors of the Beneva mutual legal person are the only persons qualified to vote at the annual meeting and at any special meeting of the Beneva mutual legal person.

17. The by-laws of the Beneva mutual legal person may provide that only persons meeting certain specific eligibility criteria that are determined in the by-laws may hold certain offices as director.

The by-laws may also provide that persons who are eligible for certain offices as director may be elected or dismissed only by the members qualified to vote from certain classes of members or by the directors from certain classes of members, as the case may be.

The by-laws may also provide that any vacancy among any of the directors may be filled only by the members qualified to vote from the same class of members or by the directors from the same class of members, as the case may be.

18. The by-laws of the Beneva mutual legal person may increase the required number or percentage of votes of directors or members qualified to vote, as the case may be, to pass certain resolutions, amend such an increase or repeal such an increase. However, for the dismissal of a director, the by-laws may not require a greater number or percentage of votes than the number required by the Business Corporations Act.

19. The by-laws of the Beneva mutual legal person establish the content of the register of delegates that it must keep, in addition to the register of its members, where the by-laws include the terms referred to in section 16.

20. The by-laws of the Beneva mutual legal person may establish the terms governing the designation and removal of the directors whom the Beneva mutual legal person has the right to designate for every patrimonial insurer, the holding company and any other legal person through the intermediary of which the Beneva mutual legal person holds equity in the Beneva insurance business corporation.

21. The by-laws of the Beneva mutual legal person determine the terms for the calling, by the board of directors, of a special meeting of the members qualified to vote, in particular the terms applicable to the notice by which the members qualified to vote may call a special meeting.

22. The amendment, replacement or repeal of the by-laws must, to remain in force, be approved at the next annual meeting or, in the meantime, at a special meeting called for that purpose.

Despite the preceding paragraph, no adoption, amendment, replacement or striking out of provisions of the by-laws concerning the matters referred to in sections 13, 16 to 18 and 21 may come into force before its approval by a special resolution of the members qualified to vote passed at a meeting.

DIVISION VI

OPERATING EXPENSES

23. The expenses inherent in the operation of the Beneva mutual legal person may be assumed by a patrimonial insurer.

DIVISION VII

APPLICATION OF THE PROVISIONS OF THE BUSINESS CORPORATIONS ACT, THE INSURERS ACT AND THE ACT RESPECTING THE REGULATION OF THE FINANCIAL SECTOR

24. The provisions of the Business Corporations Act that are not inconsistent with this Act apply to the Beneva mutual legal person, subject to the following modifications:

(1) only the definitions of “affairs”, “affiliates”, “court”, “enterprise register”, “group”, “officer”, “ordinary resolution”, “resolution”, “shareholder”, “special resolution” and “subsidiary” provided for in section 2 of that Act apply;

(2) “holder of shares”, “registered holder”, “shareholder” and any other expression that is similar or has the same effect means a member of the Beneva mutual legal person;

(3) “securities register” means the “register of members” and, if applicable, the “register of delegates”;

(4) “corporation” means the Beneva mutual legal person;

(5) “articles” means this Act;

(6) any reference to shares, securities, a unanimous shareholder agreement, a proxy, a proxyholder, a shareholder’s representative, dividends, a beneficiary or cumulative voting is deemed not written;

(7) the provisions of that Act applicable specifically to reporting issuers, corporations that have 50 or more shareholders and their directors or shareholders are deemed not written;

(8) a reference to the enterprise registrar is deemed to be a reference to the Authority; the Authority must send the enterprise registrar the documents relating to the Beneva mutual legal person that must be filed with the enterprise register under the Business Corporations Act and this Act;

(9) a reference to a specified proportion in value of the capital stock of a corporation is a reference to the number of members qualified to vote who are present that corresponds to the specified proportion in value;

(10) Chapter II of that Act does not apply;

(11) the provisions of Chapter IV of that Act apply, except sections 20 to 28, 30, 33 and 40 to 42 and, despite paragraphs 7 to 9 of section 16, the name of the Beneva mutual legal person may be identical or confusingly similar to a name reserved for or used by one of the relevant shareholders or one of the patrimonial insurers;

(12) Chapter V of that Act does not apply;

(13) the provisions of Chapter VI of that Act apply, except sections 106, 107, 109 and 111, paragraphs 4 to 15 of section 118, sections 144, 147, 148, 151 to 153 and 155 to 157 and the second paragraph of section 158, and the following extracts are deemed not written:

(a) “Subject to the provisions of section 214,” in section 120 of that Act, and

(b) “, 155, 156, 287, 314 or 392” in the first paragraph of section 158 of that Act;

(14) the provisions of Chapter VII of that Act apply, except the second paragraph of section 165, the second sentence of the first paragraph of section 167, sections 169 to 173, 180 to 182, 191, 192, 194 to 209 and 212 to 223 and the second paragraph of section 224;

(15) the provisions of Chapter VIII of that Act apply, except section 239;

(16) Chapters IX to XII of that Act do not apply;

(17) the provisions of Chapter XIII of that Act apply, except sections 304 to 322 and 324, the second paragraph of section 335, the second sentence of section 337, the second sentence of the first paragraph of section 341, sections 342 and 343, the second sentence of the first paragraph of section 345, section 346, the first paragraph of section 349, section 350, the first paragraph of section 351 and sections 355 to 371, and the following extracts are deemed not written:

(a) “under section 309” and “at the shareholders meeting at which the shareholders consent to the dissolution of the corporation” in the first paragraph of section 325 of that Act,

- (b) “or in kind” in the second paragraph of section 341 of that Act, and
- (c) “or of those who held unpaid shares at the time of the dissolution” in paragraph 7 of section 354 of that Act;
- (18) Chapters XIV to XVI of that Act do not apply;
- (19) the provisions of Chapter XVII of that Act apply, except sections 441 and 445 to 449, subparagraphs 4, 6 and 7 of the first paragraph of section 451, the second and third paragraphs of section 453 and section 461, and the following extracts are deemed not written:
 - (a) “the articles or” in subparagraph 3 of the first paragraph of section 451 of that Act, and
 - (b) “the articles or” in the first paragraph of section 453 of that Act;
- (20) Chapters XVIII and XX of that Act do not apply; and
- (21) the provisions of Chapter XXI of that Act apply, except sections 490 and 491.

Where a provision of the Business Corporations Act refers to an obligation of the Beneva mutual legal person to send a copy of a document to a member, the Beneva mutual legal person may meet that obligation by making such a document available to members, without charge, by any appropriate technological means.

Despite the first paragraph, the Government may make a provision of the Business Corporations Act applicable to the Beneva mutual legal person, with the necessary modifications.

25. Sections 9 to 17 of the Act respecting the regulation of the financial sector (chapter E-6.1) and sections 9 to 19, 48, 74 and 93, the second paragraph of section 97, sections 108 to 112, 115, 117 and 130 to 133, the first paragraph of section 137, sections 138, 146 to 148, 242, 243, 248 to 254, 269 to 273, 349, 351 and 462, the second paragraph of section 464, sections 465 to 468, subparagraphs *f* and *g* of subparagraph 1 and subparagraph 5 of the first paragraph and the second paragraph of section 491, subparagraph *a* of paragraph 2 of section 492, subparagraph *d* of paragraph 1, to the extent that it refers to section 115, and subparagraph *a* of paragraph 3 of section 493, sections 494 to 496 and Divisions II to V of Chapter II of Title VI of the Insurers Act apply, with the necessary modifications, to the Beneva mutual legal person and to any legal person through the intermediary of which the Beneva mutual legal person holds equity in the patrimonial insurers.

For the purpose of applying the provisions of the Insurers Act to the Beneva mutual legal person or to any legal person through the intermediary of which the Beneva mutual legal person holds equity in the patrimonial insurers, the references to the actuary and to the review of an authorization are deemed not written. In addition, for the purposes of sections 248 to 254 of that Act, the Beneva mutual legal person or any legal person through the intermediary of which the Beneva mutual legal person holds equity in the patrimonial insurers is substituted for the regulated business corporation.

DIVISION VIII

DISSOLUTION, LIQUIDATION AND SALE

26. The Beneva mutual legal person must dissolve and wind up in the following cases:

(1) if it disposes of the equity it holds indirectly in the Beneva insurance business corporation;

(2) if the voluntary dissolution or the liquidation of the Beneva insurance business corporation is declared;

(3) in the event of sale by the Beneva insurance business corporation of all or substantially all of its property outside of the normal course of its activities; or

(4) in the event of judicial dissolution and liquidation in accordance with sections 462 to 467 of the Business Corporations Act.

Only the cases provided for in this section trigger the dissolution and liquidation of the Beneva mutual legal person, and the Beneva mutual legal person may not be dissolved or liquidated in any other way, including by consent of its members or directors.

27. Despite section 9, any person who is a member of the Beneva mutual legal person immediately before the occurrence of one of the events resulting in the dissolution and liquidation of the Beneva mutual legal person continues to be a member until the liquidation of the Beneva mutual legal person has been completed in accordance with this Act.

28. The Beneva mutual legal person, where its liquidation is made necessary otherwise than by a court order, must call a special meeting of its members qualified to vote within 30 days following the date of the occurrence of one of the cases referred to in section 26 so that one or more liquidators may be appointed in accordance with the first paragraph of section 325 of the Business Corporations Act.

29. As of the date of the deposit in the enterprise register of the liquidator's notice provided for in section 335 of the Business Corporations Act, all proceedings against the property of the Beneva mutual legal person, in particular by seizure before judgment or seizure in execution, are to be suspended. The costs incurred by a creditor after the publication of the notice, personally or through the creditor's attorney, cannot be collocated out of the proceeds of the property of the Beneva mutual legal person. However, a judge of the Superior Court for the judicial district of Québec may authorize the institution or continuance of any proceeding on the conditions the judge considers suitable.

30. The liquidator must, to establish the distribution proposal for the remaining property, establish the allocation method that the liquidator intends to use. A description of the method and any amendment to it must be submitted by the liquidator to the Authority.

On receiving the description, the Authority prepares a report on the reasons whether or not to approve the allocation method for the remaining property. It sends its report to the Minister.

The Minister may, if the Minister considers it advisable, approve the allocation method for the remaining property. The Minister sends the decision to the liquidator.

If the Minister approves the allocation method, the liquidator may distribute the property of the Beneva mutual legal person.

31. The liquidator must send to the Authority, at its request and within the time and for the period it specifies, a summary account of the liquidator's activities or any document or information that the Authority requires concerning the conduct of the liquidation.

32. The liquidator must send to the Authority a copy of the summary account that the liquidator submits to the members qualified to vote under section 336 of the Business Corporations Act.

33. Within 180 days after the certificate of dissolution is issued, the liquidator remits to the Minister of Revenue the property that has not been claimed and paid by that time, with a statement of the property indicating the name and last known address of the persons entitled to it and the date of remittance to the Minister of Revenue.

34. When the liquidation of the Beneva mutual legal person has ended, the liquidator files a notice of closure with the Authority.

The liquidator must also remit to the Authority the documents of which the liquidator took possession for the purposes of the liquidation.

CHAPTER III

PATRIMONIAL INSURERS AND HOLDING COMPANY

DIVISION I

HEAD OFFICES OF THE PATRIMONIAL INSURERS

35. The head offices of the patrimonial insurers are situated in the judicial district of Québec.

DIVISION II

ADMINISTRATION OF THE PATRIMONIAL INSURERS AND THE HOLDING COMPANY

36. The board of directors of each patrimonial insurer and of the holding company must include a number of directors designated by the Beneva mutual legal person that is equal to or greater than the equity percentage of the Beneva mutual legal person multiplied by the total number of directors of the patrimonial insurer or the holding company rounded up to the nearest whole number.

37. A director of a patrimonial insurer or of the holding company designated by the Beneva mutual legal person may be dismissed only by the latter.

DIVISION III

APPLICATION OF THE INSURERS ACT TO THE HOLDING COMPANY

38. In addition to the provisions referred to in section 25, sections 291 to 295 and 298 to 301 of the Insurers Act apply, with the necessary modifications, to the holding company.

DIVISION IV

MISCELLANEOUS PROVISIONS

39. Despite section 198 of the Insurers Act (chapter A-32.1), a relevant shareholder may hold and exercise controlled management rights relating to one of the patrimonial insurers without the holding or exercise of such rights contravening any other applicable provision of the Insurers Act.

40. Section 540 of the Insurers Act does not apply to the patrimonial insurers.

CHAPTER IV

MAINTENANCE OF THE BENEVA MUTUAL LEGAL PERSON'S EQUITY PERCENTAGE

41. On pain of absolute nullity, the Beneva insurance business corporation, the holding company and any other legal person through the intermediary of which the Beneva mutual legal person holds equity in the Beneva insurance business corporation may not allot shares of their capital stock or authorize and register a transfer of such shares in either of the following cases:

(1) the members of the Beneva mutual legal person have not approved that the equity percentage of the Beneva mutual legal person in the Beneva insurance business corporation, through the intermediary of the holding company, be less than 26% but equal to or greater than 13%; once the threshold has been reached, such approval must be given each time the equity percentage of the Beneva mutual legal person drops below the new authorized minimum threshold, without being less than 13%; or

(2) the members of the Beneva mutual legal person and the Minister have not approved that the equity percentage of the Beneva mutual legal person in the Beneva insurance business corporation, through the intermediary of the holding company, be less than 13%; once the threshold has been reached, such approval must be given each time the equity percentage of the Beneva mutual legal person drops below the new authorized minimum threshold.

For the purposes of the first paragraph, the approval required from the members of the Beneva mutual legal person is deemed to have been received if the total number of the votes cast in favour of the change in the proposed minimum threshold represents at least two-thirds of the members qualified to vote of the Beneva mutual legal person who are present at the meeting.

For the purposes of subparagraph 2 of the first paragraph, the Beneva mutual legal person must send a written application to the Minister not later than the 30th day before the equity percentage is scheduled to become less than the authorized minimum threshold. The Minister may, if the Minister considers it advisable, approve the new minimum equity percentage threshold.

CHAPTER V

TRANSITIONAL, MISCELLANEOUS AND FINAL PROVISIONS

42. The Beneva insurance business corporation retains the rights and privileges it or its predecessors enjoyed immediately before the coming into force of this Act.

43. Any person who is a member of either of the amalgamated mutual legal persons immediately before the coming into force of this Act is deemed to be a member of the Beneva mutual legal person so long as the insurance or annuity contract the person holds or participates in is in force and the Beneva mutual legal person holds indirectly, through the intermediary of one or more legal persons, equity in the patrimonial insurer who is the insurer or debtor under the terms of the contract.

44. The directors of the Beneva mutual legal person at the time of coming into force of this Act are the persons designated for that purpose in the agreement of amalgamation, subject to any modification to the agreement that the amalgamated mutual legal persons may consider necessary before the coming into force of this Act.

45. The by-laws of the Beneva mutual legal person at the time of coming into force of this Act are those proposed in the agreement of amalgamation, subject to any modification to the agreement that the amalgamated mutual legal persons could consider necessary before the coming into force of this Act; the by-laws include, in particular, terms providing for a process by which certain members are designated as delegates and providing that the delegates and the directors of the Beneva mutual legal person are the only persons qualified to vote at the annual meeting and at any special meeting of the Beneva mutual legal person.

46. Within 60 days after the coming into force of this Act, the Beneva mutual legal person sends a copy of this Act to the enterprise registrar, who deposits it in the enterprise register.

47. This Act replaces the Act respecting SSQ Mutual (2020, chapter 32) and the Act respecting La Capitale Civil Service Mutual (2020, chapter 33).

48. This Act comes into force on 1 January 2024.