

**LIFE INSURANCE COMPANIES, STOCK OF**  
**Act of Apr. 20, 1921, P.L. 175, No. 103**  
AN ACT

CL. 40

To permit any corporation with capital stock and transacting the business of life insurance on the mutual plan or any life insurance corporation having capital stock incorporated under the provisions of any general or special law of this Commonwealth, to acquire its capital stock for the benefit of its policy-holders, and to convert such corporation into a mutual life insurance corporation, and to provide a method therefor.

Section 1. Be it enacted, &c., That it shall be lawful for any corporation with capital stock and transacting the business of life insurance on the mutual plan or any life insurance corporation having capital stock incorporated under the provisions of any general or special law of this Commonwealth, to acquire the shares of the capital stock of such corporation for the benefit of its policy-holders, and to convert such corporation into a mutual life insurance corporation in the manner hereinafter provided.

Section 2. Any such corporation may carry out a plan for the acquisition of the shares of its capital stock for the purposes aforesaid: Provided, however, That such plan shall have been adopted and approved as herein set forth, to wit:

I. Such plan shall have been adopted by a vote of a majority of the entire number of the directors of such corporation.

II. Such plan shall have been submitted to the Insurance Commissioner of this Commonwealth, and shall have been approved by him in writing.

III. Such plan shall have been approved by a vote of the stock-holders of such corporation, representing a majority in amount of the entire capital stock of such corporation, at a special meeting of stock-holders called for the purpose. Notice of the time, place, and object of said meeting shall be given to the stock-holders by publication, once a week for three successive weeks before said meeting, in at least two daily or weekly newspapers and in the legal periodical, if any, designated by the rules of court of the proper county for the publication of legal notices, published in the county, city, or borough wherein such corporation has its principal office. At said meeting, or any adjournment thereof, an election of the stock-holders shall be taken for or against such plan, which shall be conducted by three judges, stock-holders of such corporation, appointed by the board of directors to hold said election. If one or more of said judges be absent, the judge or judges present shall appoint a judge or judges, who shall act in the place of the judge or judges absent, and said judges shall respectively take and subscribe an oath or affirmation, before an officer authorized by law to administer the same, well and truly and according to law to conduct such election to the best of their ability. The stock-holders may vote in person or by

proxy, and all votes shall be cast by ballot. Each share of stock shall entitle the holder thereof to one vote. The said judges shall decide upon the qualifications of voters, and, when the election is closed, count the number of shares voted for and the number shares voted against such plan, and declare whether the persons and bodies corporate holding a majority in amount of the entire capital stock of such corporation have approved or disapproved such plan; and shall make out triplicate returns of said election, stating the number of shares of stock that voted for such plan and the number of shares that voted against such plan, and subscribe and deliver the same to one of the chief officers of such corporation. Each ballot shall have indorsed thereon the number of shares represented thereby, but no share or shares transferred within twenty-one days shall entitle the holder or holders thereof to vote at such election or meeting. It shall be the duty of such corporation to furnish the judges at said meeting with a statement of the amount of its capital stock, with the names of persons or bodies corporate holding the same, and the number of shares by each respectively held, which statement shall be signed by one of the chief officers of such corporation, with an affidavit thereto annexed that the same is true and correct to the best of his knowledge and belief.

IV. Such plan shall have been approved by a majority vote of the policy-holders of such corporation whose insurance shall then be in force, voting at a meeting called for the purpose. Notice of the time, place, and object of said meeting shall be given to the policy-holders by publication, once a week for three successive weeks before said meeting, in at least two daily or weekly newspapers and in the legal periodical, if any, designated by the rules of court of the proper county for the publication of legal notices, published in the county, city, or borough wherein such corporation has its principal office, and in at least one daily or weekly newspaper published in the capital city of each and every State of the United States in which such corporation does business. At said meeting thus called, or any adjournment thereof, an election of policy-holders, as aforesaid, shall be taken for or against such plan, which shall be conducted by three judges, policy-holders of such corporation, appointed by the Insurance Commissioner of this Commonwealth to hold said election. If one or more of said judges be absent, the judge or judges present shall appoint a judge or judges, who shall act in the place of the judge or judges absent, and said judges shall respectively take and subscribe an oath or affirmation, before an officer authorized by law to administer the same, well and truly and according to law to conduct said election to the best of their ability. All votes shall be cast by ballot. Each policy-holder as aforesaid shall be entitled to cast one vote in person or by proxy: Provided, however, That no proxy shall be received or entitle the holder to vote unless the same shall bear date or have been executed within two months next preceding said election or meeting. The said judges shall decide upon the qualifications of voters, and, when the election is closed, count the number of votes cast for and the number of votes cast against such plan, and declare whether a majority of policy-holders voting at said

meeting have approved or disapproved such plan; and shall make out triplicate returns of said election, stating the number of policy-holders who voted for such plan and the number of policy-holders who voted against such plan, and subscribe and deliver the same to one of the chief officers of such corporation. It shall be the duty of such corporation to produce to said judges such books, records, and papers of such corporation, as said judges may request in order to assist them in the proper conduct of said meeting.

Section 3. Such corporation shall, within thirty days after such plan shall have been adopted and approved as hereinbefore provided, file, in the office of the Secretary of the Commonwealth and in the office of the Insurance Commissioner, a copy of such plan, a copy of the resolution of the directors adopting such plan, one of the copies of the return of said stock-holders' meeting, and one of the copies of the return of said policy-holders' meeting, which shall be lawful notice to all interested parties of the adoption and approval of such plan as aforesaid. If any stock-holder or stock-holders of such corporation shall not have consented to such plan, it shall be lawful for such stock-holder or stock-holders, at any time within thirty days from the time of filing of the papers aforesaid in the offices of the Secretary of the Commonwealth and of the Insurance Commissioner, to apply by petition to any court of common pleas in the county in which the principal office of such corporation may be situate to appoint an assessor or assessors to appraise the share or shares of stock of said stock-holder or stock-holders in such corporation, or, on failure of said stock-holder or stock-holders to apply for the appointment of an assessor or assessors within the time aforesaid, such corporation may make such application. Upon such petition for the appointment of an assessor or assessors being filed, said court shall direct such notice to be given as the court shall deem proper to such corporation, if the petition shall have been filed by said stock-holder or stock-holders, or to said stock-holder or stock-holders, if the petition shall have been filed by such corporation, and, upon proof being made of the giving of such notice, and upon hearing all parties in interest who may appear in response thereto, it shall be the duty of said court to appoint an assessor or assessors as aforesaid, and the person or persons so appointed shall appraise the share or shares of said stock-holder or stock-holders without regard to any appreciation or depreciation in consequence of such plan, and such appraisement, when confirmed by said court, shall be final and conclusive. Such corporation shall at its election either: (a) Pay to said stock-holder or stock-holders the value of said share or shares so ascertained, whereupon said stock-holder or stock-holders shall transfer the share or shares of stock so held by them to such corporation; or (b) deposit the value as aforesaid of said share or shares of said stock-holder or stock-holders with said court; whereupon said stock-holder or stock-holders shall cease to have any interest in said share or shares or in such corporation or in the property or assets of such corporation, and said share or shares shall be and become the property of such corporation;

and, in case the value as aforesaid of said share or shares shall not be so paid or deposited within thirty days after the said appraisement or award shall have been made and confirmed by said court, the said appraisement or award so made and confirmed shall be filed in the office of the prothonotary of said court as a judgment against such corporation, and may be collected as other judgments in said court are by law recoverable. The cost of said court proceedings, including a reasonable allowance to said assessor or assessors, shall be paid by such corporation upon the approval and order of said court.

Section 4. When such corporation shall have acquired all the shares of the capital stock thereof, the same shall be duly canceled by such corporation, and such fact shall be set forth in duplicate certificates to be executed by the secretary of such corporation under the seal thereof. One of said certificates shall be filed in the office of the Secretary of the Commonwealth, and the other thereof shall be filed in the office of the Insurance Commissioner, whereupon all rights of the stockholders of such corporation to vote at any meeting of such corporation or to retain any interest in such corporation or in the property or assets thereof shall absolutely cease and determine, and thereupon such corporation shall be and become a mutual life insurance corporation under such new corporate name or title as may have been adopted in and by the plan aforesaid, and the Secretary of the Commonwealth shall issue to such corporation a certificate, under his hand and the seal of his office, granting to such corporation the use of said new corporate name or title, and such corporation shall be and become subject to the provisions of, and have and enjoy the rights and privileges and exercise the powers conferred by, the then existing general act or acts of this Commonwealth providing for the incorporation of mutual life insurance companies, in lieu of the provisions of and the rights and privileges conferred by any general or special act or acts theretofore governing such corporation.