

*An Act to incorporate
The Saskatchewan
Registered Seed
Growers, Limited*

being a Private Act

Chapter 68 of the *Statutes of Saskatchewan, 1924-25*
(effective December 19, 1924), as amended by the *Statutes of
Saskatchewan, 1927, c.83.*

NOTE:

This consolidation is not official. Amendments have been incorporated for convenience of reference and the original statutes and regulations should be consulted for all purposes of interpretation and application of the law. In order to preserve the integrity of the original statutes and regulations, errors that may have appeared are reproduced in this consolidation.

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1924-25
CHAPTER 68

An Act to incorporate The Saskatchewan Registered Seed Growers,
Limited

(Assented to December 19, 1924)

Preamble

WHEREAS The Saskatchewan Registered Seed Growers Co-operative Association, Limited, was duly incorporated under *The Agricultural Co-operative Associations Act* on the 19th day of July, 1924, and has since existed with its registered office in the city of Regina, in the Province of Saskatchewan, having the objects set forth in its memorandum of association and more particularly to assemble, clean, warehouse and market farm seed of every kind upon the co-operative plan; and

Whereas the said The Saskatchewan Registered Seed Growers Co-operative Association, Limited, has by petition prayed that the said incorporation may be confirmed as hereinafter provided and that the powers of the said company may be defined and enlarged in the manner hereinafter set forth; and

Whereas it is expedient to grant the prayer of the said petition:

Therefore His Majesty, by and with the advice and consent of the Legislative Assembly of Saskatchewan, enacts as follows:

Incorporation

1 The incorporation of the said association is confirmed and Geo. Spence, of Monchy, farmer; Wm. J. F. Warren, of Belbeck, farmer; F. W. Townley Smith, of Lashburn, farmer; Geo. S. Canfield, of Wild Rose, farmer; R. D. Kirkham, of Saltcoats, farmer, together with such other persons as are or may become shareholders of the association are continued as a body corporation under the name of The Saskatchewan Registered Seed Growers, Limited, and are declared to have been duly incorporated with all the rights and powers in its memorandum of association mentioned, and to remain possessed of all the real and personal estate, property, assets and effects and liable for all the debts, liabilities and obligations, to which the association was entitled or for which it was liable before this Act was passed. The incorporation of the association shall have the same force and effect, and the association shall have, in addition to the powers and privileges conferred by this Act, the same rights, powers and privileges as if it had been originally incorporated under *The Companies Act*.

1924-25, c.68, s.1; 1927, c.83, s.1.

Capital

2 The capital stock of the company shall be \$25,000 divided into 5,000 shares of \$5 each.

1927, c.83, s.2.

Head office

3 The head office of the company shall be at the city of Regina in the Province of Saskatchewan or at such other place in the said province as the directors may determine. The directors may establish branch offices at such other places as they may determine.

1924-25, c.68, s.3.

Existing officers and bylaws continued

4 Until otherwise provided by bylaw or regulation of the company the present officers of the company are hereby continued in office and the existing bylaws, rules and regulations of the company shall *mutatis mutandis* be the bylaws, rules and regulations of the company.

1924-25, c.68, s.4.

Power to make bylaws

5(1) The company may make bylaws, rules and regulations for the administration, management and control of its property, affairs and interests and the admission, removal and retirement of members, the appointment or removal of any person holding office and generally for the internal government of its affairs.

(2) The directors of the company may make such bylaws, rules and regulations or may amend existing bylaws, rules and regulations, but such bylaws and amendments so made by the directors shall be valid and binding only until the next annual general meeting of the company unless they are then approved either wholly or with alterations or amendments and they shall have force and effect thereafter only as altered or amended.

(3) Any resolution passed by the majority and in the manner required for an extraordinary resolution under section 79 of *The Companies Act*, shall have the same force and effect as, and shall for all purposes be deemed to be, a special resolution of the company within the meaning of *The Companies Act*, and it shall not be necessary for any such resolution to be confirmed by any subsequent meeting.

1924-25, c.68, s.5.

Powers of directors

6 The business of the company shall be managed by the directors who may fix the seal of the company and make all contracts on its behalf and may exercise all such powers of the company as are not by this Act required to be exercised by the company in general meeting and any other powers not contrary to the provisions of this Act which may be conferred upon them by bylaw of the company.

1924-25, c.68, s.6.

Objects and powers

7 The objects of the company shall be and the company is hereby authorised:

Dealings in farm seeds and operating plants

(a) to carry on the business of buying, selling, acquiring, assembling, collecting, cleaning, handling, warehousing, shipping, marketing, storing, treating, conditioning, mixing, grading, blending, processing, dealing with and in seeds of farm crops of all kinds in every way and manner and generally to carry on the general business of seedsmen and dealers in seeds of farm crops of every kind as principal or as agent, broker, factor or attorney-in-fact; to construct, purchase, acquire by lease or otherwise and operate elevators, mills and plants and all or any facilities for warehousing, storing, handling, treating or otherwise dealing with seed, and to carry on the general business of elevator operators, warehousemen and generally to do all things either as principal, agent, broker, factor or attorney-in-fact incidental to or connected with any manner of collecting, storing, handling, dealing with, marketing or disposing of farm seeds and the products or byproducts thereof;

Contract

(b) to enter into any contract or arrangement whatsoever for or incidental to the co-operative handling or marketing of seeds of farm crops of every kind;

Agents

(c) to act as agent, broker, factor or attorney-in-fact, for its shareholders or any of them or for others engaged in the same or a similar business and to exercise on behalf of any person all such rights, powers, privileges and authorities as may be conferred upon it;

Seed pools

(d) to operate a pool or pools for seed received or handled by the company in such manner and on such basis as may be from time to time decided upon and to distribute the proceeds thereof amongst the parties contributing seed to such pool;

Payments and advances

(e) to make payments and advances from time to time on account of all seed consigned to, delivered to or received by it either before or after the same may have been sold and whether to shareholders or not;

Seed held free from attachment

(f) to hold all seed received by it from any person and the proceeds thereof free from any liability to attachment by any creditor of the company;

Mortgages

(g) to mortgage, pledge, hypothecate, borrow money upon, and otherwise deal with seed and all documents of or evidencing title thereto, either as principal or as agent, broker, factor or attorney-in-fact;

Acquisition of property

(h) to purchase, construct, hire, or acquire in any lawful manner, property of all kinds, real and personal, required for the purposes of the company;

Acquisition of elevators, etc.

(i) to erect, build, construct, purchase, hire or acquire in any way, any and all classes of grain elevators, mills, warehouses, granaries, buildings, plants, factories, offices or houses required for the purposes of the company and wherever situated whether on the company's property or otherwise, and to add to, improve, furnish, operate, rent, exchange, lease, sell or otherwise dispose of the same or any part of the same;

Borrowing powers

(j) to borrow money for the purpose of carrying out the objects of incorporation of the company; and to hypothecate, pledge or mortgage the real and personal property of the company; to issue debentures secured by mortgage or otherwise; to sign bills, notes, contracts and other evidences of or securities for money borrowed or to be borrowed by the company for the purpose aforesaid; and to pledge debentures as security for temporary loans;

Promissory notes, etc.

(k) to draw, accept, indorse and execute bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments or securities and to issue tickets or vouchers negotiable or payable to order or bearer;

Partnership

(l) to enter into partnership or any profit-sharing arrangement, union of interests, co-operation, reciprocal concession, joint adventure or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction of a nature similar to that carried on or proposed to be carried on by the company;

Acquisition of other companies

(m) to purchase, acquire and take over the business, undertaking and goodwill of any other company, firm or corporation having objects altogether or in part similar to those of this company and to pay for the same either in case or otherwise and to take or otherwise acquire and hold and at will dispose of any shares, stock, debentures, bonds of other obligations in or of any such company, firm or corporation;

Act of incorporation

(n) to obtain such Act or Acts of Parliament or of any Legislative Assembly for the purpose of implementing the incorporation of the company or to supplement the incorporation thereof in such form as may be deemed advisable;

Carrying on similar business

(o) to carry on any other business which may seem to the company capable of being conveniently carried on in connection with the business of the company;

Guaranteeing securities

(p) to guarantee or undertake the payment of the interest on or principal of the shares, debentures, debenture stock, bonds or other securities or obligations of any company or association having objects altogether or in part similar to those of this company;

Acting through servants

(q) to act in carrying out any of the powers of this company through such servants, employees, agents, sub-agents, brokers, solicitors, bankers, auditors, experts as may appear advisable;

Disposal of property

(r) to sell, exchange, lease, mortgage, dispose of, turn to account, or otherwise from time to time deal with all or any part of the undertaking, property and rights of the company as may from time to time appear advisable for such consideration as the company may think fit, including in the case of a sale or exchange shares either partly or fully paid up, debentures or securities of any other company having objects altogether or in part similar to those of this company;

Remuneration of directors

(s) to remunerate and to pay the expenses of all delegates, directors or shareholders in connection with business of the company;

Acting as principal or agent

(t) to do all or any of the above things either as principal, agent, contractor or otherwise and whether by agents, contracts or otherwise and whether alone or in conjunction with others;

Incidental powers

(u) to do all or any of the above things and all such things as are incidental or conclusive of the attainment of all or any of the above objects and as principal, agent, contractor or otherwise and either alone or in conjunction with others and by or through trustees, agents, or otherwise.

1924-25, c.68, s.7.

Liability of members

8 The liability of the members is limited.

1924-25, c.68, s.8.

Sale of shares

9 *The Sale of Shares Act*, being chapter 199 of *The Revised Statutes of Saskatchewan, 1920*, and amendments thereto, shall not apply to this corporation.

1924-25, c.68, s.9.

Part of *The Companies Act* not to apply

10 The provisions of sections 74, 85, 94, 95 and 120 of *The Companies Act*, or of any amendment thereto or substitution therefor shall not apply to this company.

1924-25, c.68, s.10.

