

# ***An Act to incorporate The Regina Exhibition Association Limited***

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Chapter 41 of the *Statutes of Saskatchewan, 1907* (effective April 2, 1907) as amended by the *Statutes of Saskatchewan*, 1909, c.35; 1915, c.43; 1918-19, c.105; 1944 (2nd Sess.), c.74; 1963, c.89 (name); 1966, c.102; 1970, c.53; 1975-76, c.7; and 1992, c.02.

## **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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**1907**

**CHAPTER 41**

**An Act to Incorporate The Regina Exhibition Association Limited**

(Assented to April 3, 1907)

**Preamble**

Whereas Arthur Thomas Hunter, miller; Henry F. Mytton, bank manager; Paul M. Bredt, farmer; J. C. Pope, farmer; Peter Cooper, manager; William M. Williamson, merchant and Edwin Meadows, implement dealer, all of the city of Regina in the Province of Saskatchewan have petitioned that they may be incorporated under the name of "The Regina Exhibition Association Limited," for the purposes herein contained;

And whereas it is expedient to grant the prayer of the said petitioners:

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

**Incorporation Name**

**1** The persons hereinbefore named and all such persons as shall become shareholders of the said Association shall be and are hereby constituted and declared to be a body corporate and politic in law and in fact under the name and style of "The Regina Exhibition Association Limited," having for its objects the promotion of agricultural industries and sciences generally and the organising, establishing and holding of an annual agricultural, industrial, art and other exhibitions at the city of Regina in the province and for other purposes and for doing all things appertaining thereto or connected therewith and as such shall and may have perpetual succession and a corporate seal with power from time to time to make, alter, break or change the same and shall be capable in law of contracting and being contracted with, of suing and being sued, of pleading and being impleaded in any court of law or equity.

1907, c. 41, s.1; 1963, c.89, s.1.

**Capital stock**

**2** The capital stock of the said association shall be twenty thousand dollars (\$20,000) divided into two thousand shares (2,000) of ten dollars (\$10) each and the same may be increased as hereinafter provided; and such shares shall be transferable upon the books of the said association in such manner and subject to such restrictions as may be fixed by the bylaws of the said association and calls may be made upon such stock in such instalments and upon such notice as shall be regulated by the board of directors.

1907, c.41, s.2.

## REGINA EXHIBITION ASSOCIATION LIMITED

### **Powers of association respecting shares**

**2A(1)** The association may purchase any of its issued shares in such manner and subject to such restrictions as may be fixed by the bylaws of the association, and any shares so purchased by the association may be resold in the same manner as unallotted shares are sold.

(2) The association may accept from any shareholder a donation of any of its shares without any repayment of capital in respect thereof.

1975-76, c.7, s.2.

### **Provisional directors; Stock books; When first meeting of shareholders to be called**

**3** The persons named in the preamble to this Act are hereby constituted a provisional board of directors and they shall hold office until the first election of directors under this Act; and they or a majority of them may cause stock books to be opened at the city of Regina and elsewhere at the discretion of the said provisional directors which shall remain open as long as they may deem necessary; when at least five hundred dollars (\$500) stock shall be subscribed and five hundred dollars (\$500) thereof actually paid up the provisional directors shall call a general meeting of the shareholders at the city of Regina for the purpose of electing directors and such meeting shall be called in manner hereinafter provided for the calling of general and special meetings; and the provisional directors are hereby authorised to receive from the shareholders payment in full or any less amount of the amount of stock subscribed by them respectively and to pay all costs and expenses incurred in the application for and obtaining this Act of incorporation; so soon as the directors shall have been elected as hereinafter provided the powers and functions of the provisional directors shall cease and determine.

1907, c.41, s.3.

### **Objects and powers of the association**

**4** The said association is hereby authorised and empowered either permanently or periodically to erect any structures, buildings and enclosures in any place or places in or near the said city of Regina and for the promotion of industries, arts and sciences generally therein to exhibit any and every variety of thing and being found in animal and vegetable life and any and every mineral product; to exhibit products, wares, goods, merchandise, machinery, mercantile inventions and improvements of every nature, name and kind and such as are generally exhibited at fairs; to exhibit paintings and statuary of any and every nature and kind; to exhibit and develop the points and qualities of the several breeds of horses and other animals by such competitive tests as may be humane and proper and as may be deemed expedient and to make such other exhibitions as will be in conformity with the purposes and objects of this Act and also to provide entertainment or amusement to persons visiting its exhibitions by means of music, shows or other attractions, and to enter into contracts for such purposes, and to allot space for such shows or attractions and to dispose of any contracts for such music, shows or attractions which may not be completed at the close of any exhibition and the said association is hereby further authorised in carrying on and maintaining the business aforesaid and such other business as may be hereinafter mentioned to hold, own and acquire by lease, purchase, gift or otherwise property, real, personal and mixed at such prices and on such terms and conditions as may be agreed upon

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and may improve and use the same by construction of such buildings, houses, works and improvements as are necessary and as are deemed proper, and to sell, let on lease or otherwise dispose of the same at such prices and on such terms and conditions as may be agreed upon and the said association is hereby further authorised to cultivate such portion of their grounds as they may deem proper for the propagation of plants, trees, shrubs, etc., and also to manufacture and raise articles and things required in the various exhibitions contemplated:

**Limitation of amount of real estate to be held**

Provided always, and it is enacted, that the said corporation shall at no time acquire or hold as purchasers any lands or tenements or any interest therein exceeding in the whole at any one time the annual value of one thousand dollars (\$1,000) nor otherwise than for their actual use or occupation for the purposes of the said association.

1907, c.41, s.4.

**Power to hold race-meetings, etc.**

**4A** Subject to sections 3, 4 and 6 of *The Horse Racing Regulation Act*, the said association may:

- (a) as one of its purposes, hold or conduct horse race-meetings or horse-racing, including running races and trotting or pacing races, on a course operated by the association;
- (b) conduct or operate a pari-mutuel system of betting in respect of such race-meetings or races.

1970, c.53, s.1.

**Admission fees; Subscriptions and bonuses in aid; Lease of stalls, stands, rooms, etc.**

**5** The said association is hereby authorised to charge admission fees to the places of exhibition or any part thereof, and such entry fees as may be deemed proper to receive for exhibiting everything contemplated by this Act; to receive subscriptions to the prize list or for aiding the general purposes of the association and subscriptions and bonuses to the guarantee or other fund established for the prize list or for the purposes of the association and to sue for and recover the same from the party subscribing, to award and to pay the exhibitors such prizes, medals and honorary distinctions as they may deem proper and to let, lease or own stalls, stands, rooms and places in any of their buildings or structures or in any part of their property upon such terms and conditions as the board of directors deem best for the interests of the said association.

1907, c.41, s.5.

**Callings of meetings of shareholders; What notice to be given; Each shareholder to have only one vote; Quorum**

**6** Special and general meetings of the shareholders of the said association may be called by publishing a notice of such intended meeting for two days consecutively in a daily newspaper published in the city of Regina and by mailing at least ten days before such meeting notice of the calling of such meeting to all shareholders at their respective addresses as shown on the register kept by the secretary of said association; each shareholder without regard to the number of shares held by him shall be entitled to only one vote at any election or upon any question; at all special and general meetings of the shareholders fifteen shareholders shall constitute a quorum.

1907, c.41, s.6; 1975-76, c.7, s.3.

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**No dividends on stock or on remuneration to officers to be paid**

7 No dividend or profit on the stock or shares in the said association shall be declared or paid and no remuneration shall be paid to the president, vice-president or directors.

1907, c.41, s.7.

**Board of directors**

8(1) The board of directors shall consist of not less than fifteen and not more than fifty-six directors, one of whom shall be appointed by the Minister of Agriculture and Food for Saskatchewan and two of whom shall be appointed by The City of Regina.

(2) The remaining directors other than those provided for in section 10 and those appointed in accordance with the bylaws shall be elected by ballot at the annual meeting of the shareholders but if that meeting is delayed or the election cannot then take place then at a meeting to be called by publication of a notice thereof in the manner provided in this Act or the bylaws of the association.

(3) Each of the elected directors shall be a shareholder in his own right.

(4) The election of directors and other questions voted on at any meeting of the shareholders shall be decided by a majority of the votes of the shareholders present in person or represented by written proxy but no shareholder shall have more than one vote in his own right.

(5) At the first annual meeting of the shareholders held after the coming into force of this subsection, one-half of the number of directors to be elected pursuant to subsection (2) shall be elected to hold office until the second annual meeting of the shareholders after the date on which they are elected, and the other half of those directors shall be elected to hold office until the next annual meeting of the shareholders after the date on which they are elected, and at the second annual meeting of the shareholders held after the coming into force of this subsection, and at each annual meeting held thereafter, directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office until the second annual meeting of the shareholders after the date of his election.

(6) Where an elected director ceases to be a director for any reason, and when more than one year remains in his term of office, the board of directors may, if it considers it necessary, fill the vacancy for the unexpired portion of the first year of the term of the person who has ceased to be a director and the director so appointed shall hold office until the next annual meeting of the shareholders at which time a director shall be elected in accordance with subsection (2) to hold office until the expiration of the term of office of the director who caused the vacancy.

(6A) Where an elected director ceases to be a director for any reason and where less than one year remains in his term of office, the board of directors may, if it considers it necessary, fill the vacancy and the director so appointed shall hold office until the next annual meeting of the shareholders.

(7) The election of elected directors, except those referred to in section 10, shall take place annually either on the day of the annual meeting of shareholders or on such other day or days as may be fixed by bylaw of the association.

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(8) The directors shall elect officers of the association and the officers shall continue in office for one year or until others are chosen to fill their places as may be provided by the bylaws of the association.

1966, c.102, s.1; 1975-76, c.7, s.4; 1992, c.02, s.3.

### **Annual meeting**

**9** The annual meeting of the shareholders of the association shall be held on a day to be fixed by bylaw of the board of directors.

1907, c.41, s.9.

### **Admission of representatives from other societies**

**10** The directors of the said The Regina Exhibition Association Limited, shall have power to appoint any person or persons interested in the promotion of agriculture, stock raising, dairying, art or any form of industry to be associate director or associate directors of The Regina Exhibition Association Limited; the persons so appointed shall be eligible to act on any of the various committees of the said association but shall not be entitled to have a vote at board meetings and shall hold office at the pleasure of the directors of the said association.

1907, c.41, s.10; 1915, c.43, s.2; 1963, c.89, s.1;  
1975-76, c.7, s.5.

### **Powers of the directors**

**11** The directors shall have full power to make all bylaws and regulations not inconsistent with the provisions of this Act for the establishment of an advisory board of directors, the appointment of honorary directors, the management of the association, the acquirement, management and disposition of its stock and shares, property and effects and of its affairs and business; the making, management and collection of calls on stock and shares and forfeiture thereof for nonpayment, the entering into arrangements and contracts with any person or corporation, the form and issuing of stock certificates and the transfer of shares; the calling of general and other meetings of the association, the appointment and removal and remuneration of all officers, agents, clerks, workmen and servants of the association; the admission fees to be received from persons visiting their exhibitions and from exhibitors and in general to do all things that may be necessary to carry out the objects and the exercise of the powers incident to the association.

Without in any way limiting the generality of the foregoing the directors shall have, and since the first day of September, 1933, have had, full power to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the association or its predecessors in business, or the dependents or connections of such persons, to grant pensions and allowances, to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and the directors shall have, and since the eleventh day of April, 1942, have had, full power to enter into a joint agreement with the City of Regina under section 275 of *The City Act*, as enacted by chapter 27 of the statutes of 1942, for any of the purposes referred to in the said section.

1907, c.41, s.11; 1944 (2<sup>nd</sup> Sess.), c.74, s.1; 1975-76, c.7, s.6.

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**Increase of capital stock; Borrowing money on bonds; Security therefor**

**12** The directors may from time to time increase the capital stock of the said association for such amount or amounts as occasion may require, and may also raise or borrow any sum or sums of money by the issue of bonds or debentures of not less than one hundred dollars each, on such terms and credit as they may think proper and may pledge or mortgage all the property, admission and entry fees, tolls and income of the association, or any part thereof, to secure the repayment of the moneys so raised or borrowed and the interest thereon.

1907, c.41, s.12.

**Limitation of liability of shareholders**

**13** No shareholder shall be personally liable for the promises, contracts, debts, undertakings, torts or liabilities of said association, beyond the amount remaining unpaid upon stock held by him.

1907, c.41, s.13.

**Grants in aid**

**14** Any municipal or other corporation in Saskatchewan may grant aid to the said association out of any moneys belonging to the municipality or corporation, and may raise money in the usual manner for the purpose of granting such aid, and may grant such aid upon such terms and conditions as may be agreed upon between said association and the municipality or corporation granting such aid.

1907, c.41, c.14.

**Agreements as to holding exhibitions**

**15** The council of any municipality and the said association are hereby respectively authorised to make and enter into any agreements or covenants relating to the holding of any exhibitions at Regina and granting and accepting aid for the same.

1907, c.41, s.15.

**Actions of association; Proof required**

**16** In any action for the recovery of calls or arrears of calls on the stock or share or shares of any shareholder or shareholders of this association, or for the recovery of any grant or subscription in aid of the association hereby incorporated, subscribed for or granted under the authority of this Act, it shall be sufficient for the said association to allege that the defendant being the owner of such stock or shares is indebted to the said association in such sum of money as the calls in arrears amount to, for such and so many shares or being a subscriber to the said association for an amount to be named, is indebted to the association in respect of such subscription, or as the case may be, whereby an action has accrued to the association by virtue of this Act, and on the trial in order to establish a *prima facie* case it shall only be necessary to prove that the defendant was owner of the said stock or shares, in the association, that said calls were made, and that notice was given as by provided by the bylaws of the association or that the defendant was a subscriber to the said association for such an amount and that such subscription is due and unpaid and that notice, if any, was given as required by the bylaws of the



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association; and it shall not be necessary to prove the appointment of directors who made such calls or any other matter whatsoever than by this section specially required and any copy or extract of any bylaw, rule, regulation or minute or of any entry in any book of the association certified to be a true copy or extract under the hand of the president or vice president, the manager or secretary of the association and sealed with the corporate seal thereof shall be received in all courts and proceedings as *prima facie* evidence of such bylaw, rule, regulation, minute or entry without any further proof thereof and without proof of the official character or signature of the officer signing the same or of the corporate seal.

1907, c.41, s.16.

**Returns**

**17** The said association shall furnish all returns as may be called for from time to time by the commissioner of agriculture.

1907, c.41, s.17.

**Painting or affixing clause**

**18** The association shall paint or affix and keep painted or affixed its name with the word "limited" after it on the outside of every office or place in which the business of the association is carried on, in a conspicuous position, in letters easily legible and shall have its name with the word "limited" after it mentioned in legible characters in all notices, advertisements and other official publications of the association and on all bills of exchange, promissory notes, cheques, orders for money or goods purporting to be drawn, made signed, given or indorsed by or on behalf of the association and in all bills, invoices, receipts, letters and other writings used in the transaction of the business of the association; and the association shall be liable on summary conviction to a penalty of \$20 for every neglect or omission of the name of the association with the word "limited" after it in any of the above cases.

1907, c.41, s.18.