

An Act to incorporate Saskatchewan Poultry Pool Limited

being a Private Act

Chapter 85 of the *Statutes of Saskatchewan, 1927* as amended by the *Statutes of Saskatchewan, 1931, c.100*; and 1942, c.79 (effective February 27, 1927).

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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Editorial Appendix

1927

CHAPTER 85

An Act to incorporate Saskatchewan Poultry Pool, Limited

(Assented to February 7, 1927)

Preamble

WHEREAS Saskatchewan Co-operative Poultry Producers, Limited, was duly incorporated under *The Companies Act* of the Province of Saskatchewan on the fourth day of March, 1925, and has since existed with its registered office in the City of Regina, in the Province of Saskatchewan, having the objects set forth in the Memorandum of Association and more particularly to establish and carry on the business of buying, selling, marketing and handling poultry and eggs and their respective products, and the general business of operators of cold storage plants or warehouses, or warehousemen or manufacturers, and to operate a pool or pools for poultry and eggs and to take over or acquire the business of any other person dealing in poultry or eggs or their respective products; and

Whereas, the said Saskatchewan Co-operative Poultry Producers, 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:

Interpretation

1 In this Act, unless the context otherwise requires, the expressions "poultry and eggs" or "poultry or eggs" shall be deemed to include as well all the products therefrom.

1927, c.85, s.1.

Incorporation

2 The incorporation of the said company is confirmed, and Bertha Holmes, of Asquith, housewife; Isabel Bowen, of Wapella, housewife; Jessie Elizabeth Cameron, of Findlater, housewife; Elizabeth Mitchell Morrison, of Spalding, housewife; Clara Alma White, of Unity, housewife; and Joe Cy Rabourn, of Ravenscrag, farmer; all of the Province of Saskatchewan, together with such other persons as are, or may become, shareholders of the company are continued as a body corporate under the name of Saskatchewan Poultry Pool, Limited, and are declared to have been duly incorporated under the provisions of *The Companies Act*, with all the rights, powers and privileges in the said Act and in the Memorandum and Articles of Association mentioned, and possessed of all the real and personal estate, property, assets and effects, and all present and future rights, claims and interests of Saskatchewan Co-operative Poultry Producers, Limited, and liable for all the debts, liabilities and obligations against the said Saskatchewan Co-operative Poultry Producers, Limited, and the real and personal estate, property, assets and effects, and all present and future rights, claims, and interests of Saskatchewan Co-operative Poultry Producers, Limited, are declared to be vested in Saskatchewan Poultry Pool, Limited.

1927, c.85, s.2; 1931, c.100, s.1.

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Capital

3 The capital stock of the company shall be \$50,000.00 divided into 50,000 shares of \$1.00 each.

1927, c.85, s.3.

Head office

4 The registered office of the company shall be at the City of Regina, in the Province of Saskatchewan, or at such other place in the Province of Saskatchewan, as shall from time to time be stated in the company's memorandum of association. The directors may establish branch offices at such other places as they may determine.

1927, c.85, s.4; 1942, c.79, s.30.

Objects and powers

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

Purchase and sale of poultry and eggs and their respective products

(a) to carry on the business of collecting, buying, receiving, handling, processing, warehousing, shipping, storing, trading, grading, dealing in, selling, marketing and exporting poultry and eggs, and generally to carry on the general business of dealers in and exporters of poultry and eggs either as principal or as agent, broker, factor or attorney-in-fact; to construct, purchase, acquire by lease or otherwise, and to operate warehouses and cold storage plants and all or any facilities for warehousing, storing, processing, handling, trading, or otherwise dealing with poultry and eggs, and to carry on the general business of cold storage operators and 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 poultry and eggs;

Contracts

(b) to enter into any contract or arrangement whatsoever for or incidental to the co-operative selling or marketing of poultry and eggs;

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;

Documents of title

(d) to deal with all documents of or evidencing title to poultry or eggs or providing for the payment therefor or otherwise in connection with poultry or eggs or the proceeds thereof in all and every manner whatsoever;

Poultry and eggs pools

(e) to operate a pool or pools for poultry or eggs 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 poultry or eggs to such pool or pools;

Payments and advances

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

Poultry and eggs held free from attachment

(g) to hold all poultry or eggs received by it from any person and the proceeds thereof free from any liability to attachment by any creditor of the company;

Co-operative marketing

(h) to enter into and carry into effect either with or without modification all and every agreement for the co-operative marketing of poultry or eggs;

Mortgages on poultry and eggs

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

Acquisition of property

(j) 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 cold storage plants, etc.

(k) to erect, build, construct, purchase, hire or acquire in any way any and all classes of cold storage plants or warehouses, 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;

Concessions

(l) to purchase or otherwise acquire in whole or in part any concessions, patent license or other authority conferring exclusive or limited right to use any invention required or which may be used in the company's business and to dispose of the same in any manner whatsoever;

Borrowing powers

(m) to borrow or raise money and to issue bonds, debentures, debenture stock, mortgages or other instruments either to bearer or otherwise and either conferring no charge or conferring a fixed charge or a floating charge or both upon all or any part of the assets and undertaking of the company, including its uncalled capital and so that any such debenture or debenture stock or any deed securing the same may contain condition making the debentures or debenture stock irredeemable or redeemable only on the happening of any contingency, however remote or on the expiration of a period however long;

Promissory notes, etc.

(n) 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;

Investments

(o) to invest any moneys of the company in any form of investment which may be considered desirable and from time to time to vary any such investment;

Partnership

(p) 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;

Disposal of property

(q) 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 for such consideration as the company may think fit, including in a case of sale or exchange, shares partly or fully paid up, rights, property or securities of any other company having objects altogether or in part similar to those of this company;

Acquisition of other companies

(r) 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 cash or otherwise and to take or otherwise acquire and hold and at will dispose of any shares, stock, debentures, bonds or other obligations in or of any such company, firm or corporation;

Registration outside province

(s) to procure the company to be registered and recognised in any province or provinces of Canada or in any part of the British Empire and in any foreign country and to designate persons therein according to the laws of such province, provinces or country, to represent this company and to accept service of and on behalf of the company of any process or suit;

Legislation

(t) to apply for and promote and obtain any Act of Parliament or of any Legislative Assembly, and any order from other authority for enabling the company to carry any of its objects into effect or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of this company;

Acts of incorporation

(u) 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;

Concessions and guarantees

(v) to enter into any arrangements with any authorities, governmental, municipal, local or otherwise that may seem conducive to the objects of this company or any of them, and to obtain from any such authority any rights, privileges and concessions or guarantees which this company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, concessions or guarantees;

Branches

(x) to establish branches or agencies in any province or Canada, or in any country, to carry on business in any such province or country through such branches or agencies or otherwise, subject always to local laws in any such province or country;

Flotation expenses

(y) to pay the expenses of and incidental to the formation of this company;

Contracts

(z) to enter into contracts with and to join with any body, agency, corporation or association for the purposes of co-operative marketing of poultry or eggs of the Province of Saskatchewan, Alberta and Manitoba, or any of them or of other provinces or groups of provinces or of any other countries under a term contract or otherwise and under such conditions as will serve the interests of the company and those holding a contract or contracts therewith; and with power to transfer the rights, powers and privileges of the company to such hereinbefore mentioned body, agency, corporation or association when deemed advisable;

Distribution of funds

(aa) to distribute to, recoup to, reimburse for or to pay to any person or persons who have held a contract or contracts with the company contributing the same on the basis so far as practicable of their contribution either in whole or in part at such times on such basis and in such manner either with or without interest or to retain the same for such period as the company may deem advisable either with or without paying interest thereon all or any of the moneys deducted or withheld from the proceeds of all or any commodity or commodities handled for such contract holder or contract holders or the proceeds of such moneys or of any investment in which the same may have been invested, all or any in the discretion of the company;

Forfeiture of shares

(bb) to provide for the expropriation of or taking over of the shares or other interests in the company or in the assets thereof of any person or persons who cease to become holders of contracts with the company and to make provisions for compensation therefor;

Forefiture of vote

(cc) to make provision that a shareholder who ceases to be a holder of a contract in the company shall not have any right to vote in the affairs of the company;

Remuneration

(dd) to remunerate by commission or otherwise any person or company for services rendered or to be rendered in procuring any property for the company or in forming a company or placing or assisting to place any of the shares of the company's capital or any debenture or other securities of the company, or the conduct of its business;

Distribution of property

(ee) to distribute any of the property of the company among the members in specie;

Pensions

(ff) to pay pensions and give gratuities to employees and ex-employees and others connected with the company;

Security for debts

(gg) to accept any composition or any security for any debt or any property claimed and to allow any time for payment of any debt and to compromise, abandon, compound, submit to arbitration or otherwise settle any debt, account, claim or thing;

Carrying on similar business

(hh) 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;

Advertisements

(jj) to advertise in such a way as this company may deem expedient and in particular by advertising in the press, by circulars, by pamphlets, lectures, by publications or books, newspapers and periodicals and by granting prizes, rewards and donations;

Acting through servants

(kk) 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

(ll) to sell or otherwise dispose of the whole or any part of the assets of the company, at such time as the company may deem advisable and to sell the same for shares, debentures or securities of any company purchasing the same or for cash;

Promotion of companies

(mm) to promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this company;

Delegates

(nn) to provide for the government and control of the company be delegates to be appointed by the shareholders of the company in such manner as may be decided upon and particularly to provide for a postcard ballot system for electing such delegates or for the election of delegates partly by postcard ballot and partly in any other manner, and to provide that such delegates may exercise fully and completely in every way the powers of the shareholders of the company or any part thereof as may be decided on;

Meetings of delegates

(oo) to provide that a meeting of the delegates of the company shall take the place fully and effectually in every way of a meeting of the shareholders of the company and to provide for meetings of the delegates of the company being held by districts separately from other districts, and to provide for the holding of meetings of the delegates of every district for the purpose of appointing directors;

Appointment of directors

(pp) to provide for the appointment of directors of the company by districts and for the representation of such districts on the board of directors of the company;

Remuneration of delegates, directors, and shareholders

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

Maximum holding in company

(rr) to provide that no person shall acquire or hold more than one share in the capital stock of the company;

Distribution of funds

(ss) to provide that all moneys received by the company from the sale or poultry or eggs or borrowed by them on security of poultry or eggs or documents of or evidencing title thereto not being the property of the company in its own right delivered to the company pursuant to a contract in its own right delivered to the company pursuant to a contract or agreement under any form of contract adopted by the company shall, less the deductions, amounts and charges which the company is

entitled to make pursuant to any such contract or agreement be placed in a separate account and be used exclusively for the purpose of paying to persons delivering poultry or eggs the moneys they are to be entitled to receive, pursuant to contract or agreement for delivery of poultry or eggs with the company;

Acting as principal or agent

(tt) 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

(uu) to do all or any of the above things and all such things as are incidental or conducive 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.

1927, c.85, s.5.

Liability of members

6 The liability of the members is limited.

1927, c.85, s.6.

Dividends

7 No dividends shall be declared or paid to the shareholders of the company on the shares held by them in the company.

1927, c.85, s.7.

Articles and bylaws continued

8 The articles of association and bylaws by which the company is now governed, shall continue in full force and effect save that wherever the words "representative shareholder" appear therein, the word "delegate" shall be substituted therefor, but the said articles of association and bylaws, or any of them, may be added to, amended or repealed and others substituted therefor at any meeting of the delegates by a vote of two-thirds of the delegates present at such meeting.

1927, c.85, s.8.

Contracts of agents, etc. binding

9 Every contract, agreement, engagement or bargain made and every bill of exchange drawn, accepted or indorsed, and every promissory note and cheque made, drawn or indorsed, and every cash ticket or bill of lading made, drawn, signed or indorsed on behalf of the said company by any agent, officer or servant of the company in general accordance with his powers as such under the Articles of Association or bylaws of the company shall be binding upon the company and in no case shall it be necessary to have the seal of the company affixed to any such contract, agreement, engagement, bargain, bill of exchange, promissory note, cheque, cash ticket or bill of lading or document of like nature, or to prove that the same was made, drawn, accepted, signed or indorsed, as the case may be, in pursuance of any bylaw or special vote or order, nor shall the party so acting as agent, officer or servant of the company be thereby subject individually to any liability whatsoever to any third party therefor.

1927, c.85, s.9.

c. 85 SASKATCHEWAN POULTRY POOL LIMITED, INC.**Liability of shareholders**

10 The shareholders of the company shall not as such be held responsible for any account, default or liability whatsoever of the company, or for any engagement, claim, payment, loss, injury, action, matter or thing whatsoever relating to or connected with the company beyond the unpaid amount of their respective shares of the capital stock thereof.

1927, c.85, s.10.

Contracts with members

11 The company may enter into contracts with its members requiring the members to sell or deliver for sale, for any period of time, not exceeding seven years, all or any of their poultry or eggs exclusively to or through the company or any agencies created by the company.

1927, c.85, s.11.

Liquidated damages

12 The said company may, by a marketing agreement entered into with its members or shareholders, fix as liquidated damages specific sums to be paid by its members or shareholders to the company upon breach by them of any provision of the marketing agreement regarding the sale or delivery or withholding of poultry and eggs or poultry or eggs, and any such provision fixing specific sums as liquidated damages shall be valid and enforceable as such in the courts of Saskatchewan, and such sums shall not be deemed a penalty or in the nature of a penalty.

1927, c.85, s.12.

Injunctions

13 In the event of a breach by a member or shareholder of any such marketing agreement, as to the delivery or marketing of any poultry and eggs or poultry or eggs otherwise than through the said company, the company shall be entitled to an injunction to prevent further breach thereof, and to a decree of specific performance of the said marketing agreement.

1927, c.85, s.13.

Retroactive

14 The provisions of sections 10 to 13 inclusive of this Act shall be construed and read as if they had been in force since the fourth day of March, 1925:

Provided that nothing herein shall affect the rights of the parties to any action or proceeding pending on the date when this Act comes into force.

1927, c.85, s.14.

Sale of Shares Act

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

1927, c.85, s.15.

Organisation of local shipping associations

16 The company shall have the power to organise and constitute from among its members local shipping associations (hereinafter referred to as locals), to facilitate the assembling of poultry and eggs for shipment at any particular shipping point or shipping points, to give to each such local a distinctive name, to delegate to and confer upon any such local such powers, rights and privileges from time to time as may seem expedient and conducive to the carrying out of the objects of this company, and further the interests of its members in the co-operative marketing of poultry and eggs, and to make all appropriate bylaws and regulations in respect thereto.

1931, c.100, s.3(new).

Powers of locals

17 When a local has been duly constituted in accordance with the provisions of this Act and the regulations of the company in that behalf it shall have power to hold in its own name real and personal property and to alienate or otherwise deal with the same or any part thereof, and to make contracts dealing with matters of a local nature within the limits prescribed by the company, provided however that such locals shall not have power to bind the company nor shall the company be liable for any claim, legal or equitable, arising out of any action of any of its locals, nor shall the company or the creditors thereof have any right or claim to any of the property of any such local.

1931, c.100, s.3(new).

Bylaws for locals

18 All locals may make bylaws for the conduct of the business and proceedings thereof, but the same shall not be operative or effective unless and until a certified copy thereof has been deposited by the local with the secretary of the company and approved by the board thereof, in default of which and until such conditions have been complied with, the standard set of bylaws provided by the company for locals shall be the bylaws thereof.

1931, c.100, s.3(new).

**Conversion into an association without a share capital and registration under
The Co-operative Marketing Associations Act**

19(1) Notwithstanding anything contained in sections 2 and 3 of this Act, the company may by a resolution passed by a majority of at least two-thirds of the delegates present and entitled to vote at any annual general meeting of the delegates or at any other general meeting of the delegates duly called for the purpose of considering the same, convert itself into an association without a share capital and amend its memorandum of association by deleting therefrom the whole of paragraph 5 and by substituting therefore the following paragraph:

“5 The association is to be organized without share capital.”

(2) The said resolution shall also alter the company's memorandum of association so as to state:

- (a) the membership fee; and
- (b) the basis upon which the interest of each member of the company shall be computed; and
- (c) the number of directors.

(3) A copy of the said resolution together with a copy of the company's memorandum of association as so altered, and a copy of the company's articles of association and bylaws, all certified under the seal of the company and the hand of the company's secretary, shall be filed with the registrar within fifteen days after the passing of the said resolution and the said resolution shall not take effect until the said copies have been so filed.

(4) Upon such copies being so filed, the registrar shall register the company under *The Co-operative Marketing Associations Act* and shall issue a certificate thereof (in Form D set out in the schedule to *The Co-operative Marketing Associations Act*) to the company and shall publish a notice thereof in one issue of *The Saskatchewan Gazette*.

(5) The said certificate shall be conclusive evidence of the registration of the company under *The Co-operative Marketing Associations Act*.

(6) Upon and after the registration of the company under *The Co-operative Marketing Associations Act*, the company shall be deemed to be an association within the meaning of the term "association" as used in and defined by *The Co-operative Marketing Associations Act* and all the provisions of *The Co-operative Marketing Associations Act* shall apply to the company as if it were an association incorporated under *The Co-operative Marketing Associations Act* and the company may avail itself of all the provisions of *The Co-operative Marketing Associations Act*.

(7) Upon the registration of the company under *The Co-operative Marketing Associations Act*, sections 3, 7, 10, 11, 12 and 13 of this Act shall cease to apply to the company.

1942, c.79, s.4(new).

Present shareholders and members to continue as members

20(1) Upon the registration of the company under *The Co-operative Marketing Associations Act*, each person who is then a shareholder or member of the company shall be deemed to continue as a member of the association.

(2) Notwithstanding anything contained in this Act or in the company's memorandum of association, or in the company's organization bylaws, the membership fee for any shareholder or member who so continues as a member of the association shall not exceed \$1.00 and each such shareholder or member shall be deemed to be paid his membership fee to the extent of the amount, if any, paid on his share at the time of the registration of the company under *The Co-operative Marketing Associations Act*.

1942, c.79, s.4(new).

Objects, powers and memorandum of association continued; power to alter same

21 The objects and powers of the company set out in section 5 of this Act shall continue to be the objects and powers of the association and the company's memorandum of association as so altered by the said resolution shall continue to be the association's memorandum of association, but after the registration of the company under *The Co-operative Marketing Associations Act* and notwithstanding anything contained in sections 2 and 5 of this Act, the association may alter its memorandum of association and its objects and powers in the manner provided by *The Co-operative Marketing Associations Act* for the amendment of an association's memorandum of association.

1942, c.79, s.4(new).

Articles of association and bylaws continued; power to alter the same

22 The articles of association and bylaws by which the company is now governed shall continue in full force and effect save that wherever the words “representative shareholder” appear therein, the word “delegate” shall be substituted therefor, and the articles of association and bylaws shall be deemed to be and shall be known as, the organization bylaws of the association, but after the registration of the company under *The Co-operative Marketing Associations Act* and notwithstanding anything contained in sections 2 and 8 of this Act, the association may amend its articles of association and bylaws in the manner provided by *The Co-operatives Marketing Associations Act* for the amendment of an association’s organization bylaws.

1942, c.79, s.4(new).

Interpretation “company” “shareholder” and “shareholders”

23 Upon and after the registration of the company under *The Co-operatives Marketing Associations Act*, the word “company”, the word “shareholder” and the word “shareholders” and all words referring to or dependent upon any of the said words shall, whenever the same are used in this Act, or in the company’s memorandum of association or in the company’s articles of association or bylaws, be read or construed as if the said words were respectively “association”, “member” and “members”.

1942, c.79, s.4(new).

NOTE:

Section 1 of the **Editorial Appendix** defines the following as it applies to this Private Act:

“Interpretation” “Registrar”

1 “In this Act, unless the context otherwise requires, the expression ‘registrar’ means the Registrar of Co-operative Marketing Associations for Saskatchewan.”

1942, c.79, s.1.

