

BILL

No. 37 of 1924.

An Act respecting The Alberta Co-operative Wheat Producers, Limited.

(Assented to 1924).

Whereas, The Alberta Co-operative Wheat Producers, Limited, was duly incorporated on the eighteenth day of August, 1923, under the provisions of *The Co-operative Association Act*, being Chapter 160 of the Revised Statutes of Alberta, 1922;

And Whereas, it is desirable that the said incorporation be confirmed and validated and that the said Corporation be declared to have and to have had since its incorporation the powers hereinafter set forth and that certain agreements of the Corporation be given effect to and validated.

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

1. This Act may be cited as "*The Alberta Co-operative Wheat Producers', Limited, Act.*"

2. The said incorporation is hereby confirmed, ratified and validated, and William James Jackman, farmer, Bremner; Charles Wilson Robinson, farmer, Munson; Henry Wise Wood, farmer, Carstairs; Archie Rutherford Brown, farmer, Westlock; Clarence Claussen Wager, farmer, Coronation; Stephen Lunn, farmer, Pincher Creek; Tom Pole, farmer, Beddington; Clarence Alexander Noland, farmer, Redland; Fred McDonald, farmer, Mirror; William Burns Storm, farmer, Balemead; Malcolm Alexander McMillan, farmer, Tees; Samuel Nelson, farmer, Sunnyslope; William Franklin Harvey, farmer, Milo; Hans Lausen, farmer, Carseland; Francis Duncan Beveridge, farmer, Calgary; John Edwin Gustus, farmer, Calgary; Christian Jensen, farmer, Magrath; Lachlaine Archibald Campbell, farmer, Calgary; Lew Hutchinson, farmer, Duhamel; Archibald H. Clark, farmer, Edmonton; Thomas Byers, farmer, Edmonton; Ben Peter Dick, farmer, Edmonton; James Alexander Sutherland, farmer, Namao; George Almer Wilkinson, farmer, Edmonton; together with all such persons as have become members of the corporation prior to the passing of this Act and all such other persons as may hereafter become members of the corporation in accordance with the by-laws thereof, are hereby declared to be and to have been since the eighteenth day of August, 1923, a body corporate and politic under the name and style of "*The Alberta Co-operative Wheat Producers, Limited,*" the said body corporate and politic by that name shall have perpetual succession and a common seal, and by that name may

sue and be sued, plead and be impleaded in all Courts whatsoever, and shall be and is possessed of and invested with all the real and personal estate, property, assets and effects, and all present and future rights, claims and interests of the said corporation, and shall be and is liable for all the debts, liabilities and obligations of the said corporation, and the real and personal estate, property, assets and effects and all present and future rights, claims and interests of the said corporation are declared to be vested in The Alberta Co-operative Wheat Producers, Limited, the corporation hereby reincorporated.

(2) In addition to the foregoing the corporation shall have and be deemed to have had since the eighteenth day of August, 1923, the capacity of a natural person to accept extra provincial powers and rights and to exercise its powers beyond the boundaries of the Province to the extent to which the laws in force where such powers are sought to be exercised permit, and the corporation shall by virtue of its incorporation so far as its capacities are concerned have and be deemed to have had the same capacities as if it were or had been incorporated by letters patent under the Great Seal:

Provided that nothing in this section contained shall so far as concerns the ascertainment and adjustment of rights between the corporation or its officers and its members or any of them be deemed to extend the powers of the corporation beyond the objects in this Act set forth.

3. The said corporation is declared to have and shall be deemed to have had at all times since its incorporation on the eighteenth day of August, 1923, all the powers in this Act set forth.

4. The agreement referred to in subsection 8 of section 8 hereof, or any agreement to the like effect heretofore or hereafter purporting to have been or to be entering into between the corporation and any other person or persons or corporation, is declared to have been and to be in full force, virtue and effect and to be legal, valid and binding.

5. The concerns and business of the corporation shall be managed by a Board consisting of seven directors or such greater number as may from time to time be fixed by the rules and by-laws of the corporation, and the following shall be and continue to be the directors of the corporation, namely, Henry Wise Wood, of Carstairs; William James Jackman, of Bremner; Christian Jensen, of Magrath; Lew Hutchinson, of Duhamel; Ben Smith Plumer, of Bassano; Oran Leo McPherson, of Vulcan; and Robert Newton Mangles, of Youngstown, until their successors are appointed under the rules or by-laws of the corporation.

6. The capital of the corporation shall continue to be unlimited in amount, and shall continue to consist of shares of the par value of one dollar (\$1.00) each, or of such other amount as shall from time to time be determined by the rules or by-laws of the corporation.

7. The head office of the corporation shall be at the City of Calgary, or at such other place in the Province as the directors may determine.

8. The objects of the corporation shall be and the corporation is hereby authorized—

1. To act as agent and factor to receive and take delivery of, handle, grade, classify, store, mortgage, pledge, hypothecate, insure, transport, sell, market and otherwise dispose of and deal in the wheat and grain and other cereals produced or delivered to it by the members of this association or others, and any documents of title, warehouse receipts, storage receipts or other documents with respect thereto;
2. To enter into any contracts or arrangements whatsoever for or incidental to the co-operative selling or marketing of wheat; Co-operative selling of wheat.
3. To act as mercantile agent as defined by and within the meaning of *The Factors Act*, being chapter 147 of the Revised Statutes of Mercantile agent defined.
4. To act as attorney in fact for its members or any of them or for others; Attorney for members.
5. To loan and advance money to members of this association or other person, or persons, or firms, or association, or company, upon any adequate security and to accept as collateral or security for any such loans, warehouse receipts, storage receipts, documents of title, mortgages or any other kind of property or security permitted by law; To loan and advance money.
6. To mingle and mix the wheat, grain and other cereals received by this association from any member with wheat, grain and other cereals of like kind, grade and classification delivered to this association by other members and, in its discretion, clean, condition, blend or process the same; To handle grain.
7. To pay pro rata to the members of this association delivering wheat, grain and other cereals to this association the average price secured on the sale of all wheat of like kind and grade so commingled and sold, subject to such deductions as are provided for by contract and by the by-laws of this association; Distribute proceeds of grain.
8. To enter into and carry into effect, with or without modification, a certain agreement which was referred to in the memorandum and filed with the Registrar of Joint Stock Companies upon the said incorporation;
9. To enter into and carry into effect such other contracts with respect to all kinds and classes of wheat, grain and other cereals and agricultural products and documents of title, receipts and other documents with respect thereto, of the members of this association or others as may be deemed expedient by this association; Other contracts.
10. To buy, sell and deal in and deal with all classes of wheat, grain and other cereals and agricultural products and any documents of title, warehouse receipts, storage receipts or other documents with respect thereto and to receive the same on consignment or otherwise and to sell the same on commission or otherwise and generally conduct the business of dealers in grain, wheat and other cereals and of produce merchants; Conduct general grain business.
11. To manufacture, buy and sell flour and other food articles manufactured from grain and cereals; Flour.
12. To acquire by purchase, lease or otherwise, and to own, sell, lease, construct, maintain, convey, improve, equip and operate all classes of grain elevators, warehouses, granaries, buildings and manufactories for the storage of all kinds of goods that may be produced from or in conjunction with grain or cereals of any kind; Elevators.
13. To buy and sell, trade and deal in and deal with the products of said manufactories or factories and in said grain or cereals in any state of their product; Grain products.
14. To receive wheat and other grains or cereals for storage and to carry on the business of warehousing and cold storage and all the business necessary or impliedly incidental thereto and to further carry on the business of general warehousing in all its several branches; Warehousing and storage
15. To amalgamate or enter into a partnership or any agreement or arrangement for union of interest, co-operations, joint adventure, sharing profits, reciprocal concession or otherwise with any other person or persons or company or association carrying on or engaged in or interested in any similar or suitable business or transaction and To enter into agreements.

- to confer upon or delegate to any such person or persons or company or association all of the powers, rights and privileges of this association hereunder or under the contract mentioned in paragraph eight hereof or otherwise;
- To hold securities. 16. To take or otherwise acquire and hold shares, bonds, debentures, stocks or other securities or obligations in any other company or association carrying on any business capable of being conducted so as directly or indirectly to benefit this association and to pay for the same wholly or partly in cash fully paid up and non-assessable shares of the capital stock or other securities of this association or otherwise as may be agreed upon and to vote all shares so held through such agent or agents as the trustees may appoint and to dispose of the same or any part thereof on such terms and in such manner as the association shall think fit;
- Canada Grain Act license 17. For any of the purposes of this association to become licensed as required under any of the provisions of *The Canada Grain Act* and its amendments and to carry on any business in the said Act referred to and to make and execute all necessary contracts, bonds and obligations and do all things thereby required for any of the said purposes;
- Operate in other Provinces. 18. To procure the association to be registered and recognized in any other Province or Provinces of Canada or in any other country and to designate persons therein according to the laws of such Province or Provinces or such other country to represent this association and to accept service for and on behalf of the association of any process or suit;
- Secure legislation. 19. To apply and promote and obtain any Act of Parliament, Federal or Provincial, and any order from other authority for enabling this association to carry any of its objects into effect or for any other purpose which may seem expedient and to oppose any proceeding or applications which may seem calculated directly or indirectly to prejudice the interests of this association;
- Make arrangements with governments or other authorities. 20. To enter into any arrangements with any authorities, governments, municipal, local or otherwise, that may seem conducive to the objects of this association or any of them, and to obtain from any such authority any rights, privileges and concession or guarantees which this association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, concessions or guarantees;
- Branches and agencies. 21. To establish branches or agencies in any Province of Canada or in any country and 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;
- Associate businesses. 22. To carry on any other business (whether manufacturing or otherwise) which may seem to this association capable of being conveniently carried on in connection with the business of the association or calculated directly or indirectly to enhance the value of or render more profitable any of the association's property;
- Property. 23. To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of this association;
- Construction. 24. To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices or watercourses and to clear sites for the same or to join with any person, firm or company or association in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- Legislation. 25. To apply for or join in applying for, purchase, or by other means acquire and protect, prolong and renew any trademarks and trade names, patents, patent rights, brevets d'invention, licenses, protections and concessions which may appear likely to be advantageous or useful to this association and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which this association may acquire or propose to acquire;

26. To acquire and undertake the whole or any part of the Goodwill. business, goodwill and assets of any person, firm or company or association carrying on or proposing to carry on any of the businesses which this association is authorized to carry on and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold or retain and sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;
27. To guarantee or undertake the payment of the interest on or Securities. principal of the shares, debentures, debenture stock, bonds or other securities or obligations of any company or association.
28. To improve, manage, cultivate, develop, exchange, let on Property lease or otherwise, mortgage, charge, sell, dispose of, turn to account, rights. grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of this association;
29. To advertise in such a way as this association may deem Publicity. expedient and in particular by advertising in the press, by circulars, by pamphlets, lectures, by publication of books, newspapers and periodicals and by granting prizes, rewards and donations;
30. To invest and deal with the moneys of this association not Investments. immediately required upon such securities and in such manner as may from time to time be determined;
31. To borrow and raise money in such manner as this associa- Financing. tion shall think fit and, in particular but not so as to restrict the generality of the foregoing, by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien or other charge upon the whole or any part of the property of its members in its or in its agents' possession and of this association's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by this association of any obligation or liability it may undertake;
32. To draw, make, accept, endorse, discount, execute and issue Negotiable promissory notes, bills of exchange, bills of lading, warehouse or security. storage receipts and all documents required under *The Canada Grain Act*, warrants, debentures and other negotiable and transferable instruments;
33. To act as agents or brokers and as trustees for any person, Power to firm or company or association and to undertake and perform sub- employ contracts and also to act in any of the businesses of this association agents, through or by means of agents, brokers, sub-contractors or others; brokers, etc.
34. To pay all or any expenses incurred in connection with the Incorporation formation and incorporation of this association or to contract with expense. any person, firm or company or association to pay the same;
35. To promote any other company or association for the pur- Subsidiary pose of acquiring all or any of the property and undertaking any of companies. the liabilities of this association or of undertaking any business or operations which may appear likely to assist or benefit this association or to enhance the value of any property or business of this association and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company or association as aforesaid;
36. To sell or otherwise dispose of the whole or any part of the Disposal of undertaking of this association, either together or in portions, for Assets. such consideration as this association may think fit and in particular for shares, debentures or securities of any company purchasing same;
37. To distribute among the members of this association in kind Distribution any property of this association and in particular any shares, de- of securities. bentures or securities of other companies or associations belonging to this association, or of which this association may have the power of disposing;
38. To do all such other things as may be deemed incidental or General conducive to the attainment of the above objects or any of them; powers.
39. To do and perform any acts or things whatsoever not herein otherwise provided for, which are authorized to be done by an association incorporated pursuant to *The Co-operative Associations Act*.

9. It is hereby expressly declared that each power conferred upon the corporation under the preceding section shall be construed independently of the other powers therein set out and that none of such powers shall be deemed to be merely subsidiary to any other power.

10.—(1) The by-laws of the corporation heretofore filed with the Registrar of Joint Stock Companies under the provisions of *The Co-operative Associations Act* are hereby declared to have been at all times binding upon the corporation and all the members thereof and all persons having dealings with the corporation as the by-laws of the corporation, and to continue to be so binding until they are duly repealed, altered or amended.

(2) Whenever in the said by-laws reference is made to the association, or its memorandum of association, or to the trustees of the association, such reference shall be deemed to be reference to the corporation and this Act and to the directors of the corporation respectively.

11. The district delegates referred to in the said by-laws may from time to time by by-law make provision for the delegation of all or any of the powers of the corporation to the directors.

12. The district delegates provided for in the by-laws hereinbefore referred to may from time to time repeal, alter or amend any by-laws of the corporation, or make additional by-laws, by a by-law or by-laws passed by a majority of three-fifths of the delegates actually present and voting at a meeting specially called for that purpose or at any annual meeting of which meeting notice shall be given at least ten days prior to the time fixed for such meeting.

13. Notice shall be given of every proposed by-law involving any repeal, alteration or amendment, and of every new by-law, by leaving a copy thereof, signed by the proposer, with the secretary of the corporation at the registered office of the corporation at least fourteen clear days before the meeting, at which it is intended to propose the said by-law, and the general effect thereof shall be stated in the notice calling such meeting, provided that amendment without notice might be introduced by unanimous consent at the meeting.

14. Every contract, agreement, engagement or bargain made and every bill of exchange drawn, accepted or indorsed, and every promissory note made, drawn or indorsed, and every grain ticket made, drawn, signed or indorsed on behalf of the corporation by any agent, officer, or servant of the corporation in substantial accordance with his authority as such under the memorandum of association, or by-laws of the corporation, shall be binding upon the corporation and

in no case shall it be necessary to have the seal of the corporation affixed to any such contract, note, cheque or grain ticket 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 by-law or special vote or order, nor shall the party so acting as agent, officer, or servant of the corporation be thereby subject individually to any liability whatsoever to any third party therefor.

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

16. No grain received by the corporation from any person or persons for sale, nor the proceeds of any such grain shall be liable to seizure or attachment by any creditor of the corporation, except only for the purpose of, or on account of any security held by any creditor who has lent money to the corporation on the security of such grain, or on documents or other evidence of title to such grain.

17. All the provisions of *The Co-operative Associations Act* shall continue to apply to the corporation, except and so far only as the same are superseded by or are in conflict with any of the provisions of this Act or of any presently existing by-law of the corporation or of any by-law hereafter passed pursuant to the provisions of this Act.

18. Notwithstanding any Statute or rule of law or equity to the contrary and any stipulation, condition or agreement contained in the contract referred to in subsection 8 of section 8 hereof or in any like or similar contract with the corporation providing—

- (a) for the payment of any fixed sum as liquidated damages;
- (b) for an injunction against the repetition or continuance of any breach;
- (c) for the specific performance of the contract,

shall be deemed to be valid and binding and shall be given full effect to by all Courts of Law and Equity having jurisdiction in the matter.

19. Order in Council No. 1388-23, dated the thirty-first day of October, 1923, whereby the Provincial Treasurer was authorized to sign and deliver to certain banks a letter of undertaking in the terms set out in the said Order in Council, is hereby confirmed and declared to be valid and binding.

20. This Act shall come into force on

No. 37.

FOURTH SESSION
FIFTH LEGISLATURE
14 GEORGE V
1924

BILL

An Act respecting The Alberta Co-
operative Wheat Producers, Limited

Received and read the

First time

Second time

Third time

HON. MR. BROWNLEE.

EDMONTON:
J. W. JEFFERY, KING'S PRINTER
A.D. 1924