



CHAPTER 60.

An Act to incorporate Kamloops Exhibition Association.

[Assented to 2nd March, 1956.]

Preamble.

WHEREAS on the eighteenth day of February, 1895, the Kamloops Agricultural Association was incorporated as an agricultural society under the "Agricultural and Horticultural Societies Act":

And whereas on the fifth day of December, 1931, the name of the said Kamloops Agricultural Association was changed to Kamloops Exhibition Association:

And whereas a petition has been presented praying for an Act to incorporate a corporation with the objects, purposes, rights, powers, and privileges hereinafter set forth:

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

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:—

Short title.

1. This Act may be cited as the "Kamloops Exhibition Association Incorporation Act."

Interpretation.

2. In this Act, unless the context otherwise requires:—

"Association" means the Kamloops Exhibition Association incorporated by this Act:

"By-law" means a by-law prescribing regulations for the Association in accordance with the provisions of this Act and passed by the Executive:

"Executive" means the Executive of the Association:

"Extraordinary resolution" means a resolution passed by a majority of not less than three-quarters of those members of the Association who, being entitled to vote, attend at a special meeting of the Association of which not less than three days'

notice specifying the intention to propose a resolution as an extraordinary resolution has been duly given:

"Kamloops Exhibition Association, 1895," means that Association incorporated on the eighteenth day of February, 1895, as the "Kamloops Agricultural Association":

"Member" means a member of the Association:

"Secretary" means the secretary of the Association.

Creation of
Association.

3. Reginald Hook, Norman Ferriere, Ernest Tratch, Athole Black, George Sheline, Robert Burns, Neil MacDonald, Marvin Johnson, Alfred E. Perry, Malcolm Grant, and Morrison Cranston, and the several other persons, firms, and corporations entered on the register of members of the Kamloops Exhibition Association, 1895, on the date of the coming into force of this Act, together with such other persons as shall hereafter become members thereof, are hereby constituted a body politic and corporate, without share capital, under the name of "Kamloops Exhibition Association," capable forthwith of exercising all the functions of a corporation, and having perpetual succession and a common seal, with the powers mentioned in this Act.

Head office.

4. The head office of the Association shall be at such place in the City of Kamloops, Province of British Columbia, as the Executive may from time to time determine.

Objects.

Objects

5. The object of the Association are, without profit or gain, to encourage, assist, and promote the welfare of the agricultural and other industries of the country and other matters and things having a national, civic, agricultural, educational, artistic, social, recreational, or sporting character, and any other object, useful or beneficial to the people generally, and to provide facilities for the same

Powers.

Powers

6. (1) The Association shall have power:—

(a) To hold and conduct agricultural fairs, exhibitions, displays, and presentations showing and displaying generally all forms of animal and vegetable life, mineral and manufactured goods of all kinds, all forms of works of art and workmanship, and all showings and spectacles of every nature and kind conducive to the attainment of the objects of the Association:

(b) To promote and assist in the promotion of:—

(i) The City of Kamloops and surrounding area as a centre for the raising of horses, cattle, sheep, goats, and other domestic animals:

(ii) Agricultural and other fairs and exhibitions and public presentations of all kinds:

- (iii) Interest in the history of the City of Kamloops and surrounding area:
 - (iv) Practical and scientific husbandry in all its branches:
 - (v) The improvement of the breed of all kinds of farm, domestic, and fur-bearing animals:
 - (vi) The development of the natural resources of the country:
 - (vii) The development of all forms of industry:
 - (viii) The holding of rodeos and of race-meetings involving the racing of dogs and other animals and of automobiles, bicycles, and other mechanical devices, or any of them:
 - (ix) The holding of race-meetings involving the racing of horses, and either in conjunction with or apart from pari-mutuel or other betting as authorized by any other Act for the time being in force:
 - (x) The development of athletic and other sports and the conduct and staging of sporting events of all kinds:
- (c) To provide all forms of entertainment, recreation, and amusement for persons engaged in or visiting exhibitions and other spectacles conducted or staged by the Association, including the provision of concerts, performances, sporting events, carnivals, concessions, and other attractions, and to supply food, refreshments, and services to such persons, whether on its premises or elsewhere:
 - (d) For the purpose of carrying out the objects of the Association, to acquire, hold, and own by purchase, lease, gift, or otherwise real and personal property of every kind and description, and to repair and alter the same, and to improve the same by the construction of such buildings, offices, houses, structures, works, and improvements as are necessary or expedient, and to sell, mortgage, lease, or otherwise employ or dispose of the same or any of them: Provided, however, that in the case of the acquisition of any real property situate within the corporate limits of the City of Kamloops the same shall be acquired and registered in the name of the City of Kamloops and shall become the property of the said City of Kamloops to be made subject to a lease to the Association of similar nature to a lease relating to real property, between the said City of Kamloops and the Kamloops Exhibition Association, 1895, dated the first day of May, 1955, and subsisting at the coming into force of this Act:
 - (e) To charge such entry, entrance, or admission fees as the Executive may deem proper and either in respect of exhibitors, contestants, and participants in any exhibition, contest, or display authorized by this Act or as a charge to members of

the public for viewing the same, or both; and to award, give, or pay to exhibitors, contestants, and participants or any of them such awards, prizes, medals, and honorary decorations as the Executive may deem proper:

- (f) To let or lease stalls, stands, rooms, concession space and places in any of its buildings or structures or upon its ground or property, and to grant licences for the use the whole or any part of its buildings or structures or its grounds or property upon such terms and for such purposes as the Executive may deem proper, but subject to the terms upon which such building, structures, grounds, or property are held by the Association.

(2) The Association shall have as ancillary and incidental to the powers set forth in subsection (1) of this section the powers, mutatis mutandis, set forth in section 22 of the "Companies Act," except in so far as any such power may be varied by or inconsistent with or repugnant to the objects and purposes of the Association or the powers set forth in subsection (1) of this section, in which case the provisions of this Act shall prevail.

Membership.

Classes of members.

7. Membership in the Association shall consist of the following classes:—

- (a) Honorary members: The Executive may at any time appoint any person who in its opinion has rendered distinguished service to the Association to be an honorary member of the Association:
- (b) Life members: Any adult person approved of by the Executive shall be eligible for life membership in the Association and shall be awarded such membership upon making application therefor in manner prescribed by the Executive and upon payment of such fee or fees as may be prescribed from time to time by the Executive. Life members shall have and enjoy for life, except as in this Act otherwise provided, all the privileges of ordinary members:
- (c) Ordinary members: Any adult person, corporation, or firm approved of by the Executive shall be eligible for ordinary membership in the Association and shall be awarded such membership upon making application therefor in manner prescribed by the Executive and upon payment of such fee or fees as may be prescribed by the Executive. Except as in this Act otherwise provided, such membership shall be for a period of one year and may be renewed from year to year upon payment of the annual fee prescribed by the Executive:
- (d) Junior members: Any person under the age of twenty-one years approved of by the Executive shall be eligible for junior

membership in the Association and shall be awarded such membership upon making application therefor in manner prescribed by the Executive and upon depositing with the Secretary the written consent to such application of a parent or guardian of such applicant and upon payment of such fee or fees as may be prescribed by the Executive.

Rights of members.

8. (1) A life membership or an ordinary membership shall confer upon the holder thereof the right to attend and vote at all meetings of the Association and shall render the holder thereof eligible for election as an officer or director of the Association.

(2) An honorary membership or a junior membership shall confer upon the holder thereof all the rights and privileges of an ordinary membership, except that it shall not entitle the holder to vote at any meeting of the Association or to be elected to any office or to the Executive of the Association.

*Executive.***Executive.**

9. The business of the Association shall be managed by the Executive, which shall consist of the following officers and directors:—

- (a) The President:
- (b) The Vice-President:
- (c) The Secretary:
- (d) The Corresponding Secretary:
- (e) The Treasurer:
- (f) Directors not more than ten and not less than five in number.

**Power to appoint
honorary officers**

10. The Executive shall have power to appoint any person to be an honorary president or an honorary vice-president of the Association, and such appointment may be for life or until the next annual meeting of the Association and shall confer on such person all the rights and privileges of a member except the rights to vote and to hold elective office in the Association.

**Power to expel
members.**

11. The Executive may expel any member from membership if such member, in the opinion of the Executive, is conducting or has conducted himself in a manner prejudicial to the interests of the Association.

*Election of Executive.***Election, when held.**

12. An election of officers and directors comprising the Executive shall take place annually at the annual meeting of the Association, at which time all officers and directors then holding office shall retire.

**Qualification of
member of Executive.**

13. Any life or ordinary member in good standing, including retiring officers and directors, shall be eligible for election to the Executive.

*Powers and Duties of Executive.*Control of affairs
of Association.

14. The property, revenue, business, and affairs of the Association shall be under the control of the Executive, which shall have the duty of carrying out the objects and purposes of the Association, and which may exercise all or any of the powers of the Association not by this Act required to be exercised by the members.

Powers to
make by-laws.

15. The Executive may make by-laws, rules, and regulations, not inconsistent with this Act, for all or any of the following purposes:—

- (a) The holding of annual or other rodeos, race-meetings, contests, exhibitions, fairs, and displays of all kinds, and matters relating thereto:
- (b) The fixing of the time and place of the annual meeting of the Association, and the calling of ordinary, special, and other meetings, and the regulation of proceedings thereat and at meetings of the Executive and of any committee:
- (c) The prescribing of the duties of the President and other officers of the Association and of any committee established by the Executive:
- (d) The fixing of rents, display charges, and other fees to be charged to exhibitors and contestants, and the fixing of admission fees of all kinds to be paid by persons visiting its fairs, exhibitions, and other spectacles:
- (e) The appointment of such standing and other committees as may be necessary or expedient for the discharge and management of any of the business of the Association:
- (f) The fixing of all types of membership fees:
- (g) The custody and use of the seal of the Association:
- (h) All other matters and things as may seem requisite or expedient in the conduct of the affairs of the Association or any board, committee, or agency thereof.

Meetings.

Annual meeting.

16. The fiscal year of the Association shall terminate on the thirty-first day of December in each year, and the annual meeting of the members of the Association shall be held not later than the thirty-first day of March next following the termination of each fiscal year at such time and place as the Executive may appoint.

Meetings.

17. Annual general meetings shall be called "ordinary meetings" and all other general meetings shall be called "special meetings" and may be convened at any time by the Executive.

Requisition for
a meeting.

18. The Executive shall on the requisition of ten or more members in good standing and entitled to vote forthwith proceed to convene a special meeting of the Association. The requisition shall state the object of the

meeting and must be signed by the requisitionists and be deposited with the Secretary and may consist of several documents in like form signed by one or more of the requisitionists. If the Executive does not within fourteen days from the date of the deposit of the requisition proceed to convene such meeting, the requisitionists may themselves convene a meeting: Provided that the meeting shall be held within three months from the date of the deposit of the requisition. A meeting convened by the requisitionists shall be convened, as nearly as may be, in the same manner as that in which meetings are to be convened by the Executive.

Notice of meetings.

19. (1) Not less than three days' notice of an ordinary or special meeting of the Association shall be given by advertisement in a daily newspaper published and circulating in the City of Kamloops and the surrounding area, specifying the place, date, and time of the meeting.

(2) In the case of a special meeting, notice thereof shall also be given to each member by post to him to the address supplied by him to the Association, and both the published advertisement and the notice by post shall specify the general nature of the business to be transacted at the meeting.

(3) The non-receipt of notice of any meeting by any member shall not invalidate the proceedings at the meeting mentioned in the notice.

Quorum for a meeting

20. Twenty members in good standing, entitled to vote thereat and present in person, shall constitute a quorum for the transaction of business at any ordinary or special meeting of the Association.

*Borrowing.**Borrowing power.*

21. For the purpose of carrying out its objects, the Association shall have power to borrow or raise and secure the payment of money in such manner as it thinks fit, and in particular by the issue of bonds or debentures secured in whole or in part upon its undertakings, properties, and assets: Provided that bonds or debentures shall not be issued without the sanction of an extraordinary resolution and without the sanction of a resolution of the Council of the City of Kamloops; and provided further that the City of Kamloops shall have a first charge upon the assets and receipts of the Association as security for the repayment of any indebtedness or obligation owing by the Association to the said city, subject, however, to any prior charge thereon created either by operation of law or with the sanction of the said Council of the City of Kamloops.

*Application of certain Acts.**"Companies Clauses Act" not to apply.*

22. The provisions of the "Companies Clauses Act" shall not apply to the Association.

"Companies Act."

23. (1) Sections 11, 12, 15, 97, 98, 99, 106 to 112, 150 to 154, 159, and 161 of the "Companies Act" shall apply mutatis mutandis to

the Association, except in so far as any of them are varied by or inconsistent with or repugnant to the provisions of this Act, in which case the provisions of this Act shall prevail to the extent of such variation, inconsistency, or repugnancy.

(2) Sections 7 to 10, 13, 14, 16, 17, 24, 26, 27, 58 to 64, 73 to 75, 77 to 95, 100 to 105, 113 to 115, 122 to 126, 128 to 146, 149, 155 to 158, 162, 163, 165 to 170, and 214 to 266 of the "Companies Act" mentioned in section 5 (2) thereof shall not apply to the Association, and the Association is expressly exempted from the provisions thereof.

"Societies Act."

24. Sections 5, 6, 9 (1), 30, 31, 33 to 36, 40, 41, 54, and 55 of the "Societies Act" shall apply mutatis mutandis to the Association, except in so far as any of them are varied by or inconsistent with or repugnant to the provisions of this Act, in which case the provisions of this Act shall prevail to the extent of such variation, inconsistency, or repugnancy.

Transitional.

Continuation of membership.

25. All persons who on the date of the coming into force of this Act are members of the Kamloops Exhibition Association, 1895, shall without further act be members of the Association in the same classes as if their membership were continued in the said Kamloops Exhibition Association, 1895.

Executive to continue.

26. The following persons shall comprise the Executive, shall hold the elective offices in the Association preceding their respective names, and, except as in this Act otherwise provided, shall serve in such offices until the first annual general meeting of the Association following the coming into force of this Act:—

- (a) President—Reginald Hook:
- (b) Vice-President—Morrison Cranston:
- (c) Secretary—Athole Black:
- (d) Corresponding Secretary—Ernest Tratch:
- (e) Treasurer—Norman Ferriere:
- (f) Directors—Robert Burns, Marvin Johnson, George Sheline, Neil MacDonald, Alfred E. Perry, Malcolm Grant.

Assets and liabilities to vest.

27. All the property, real and personal, and whether in possession or in action, including the benefits under any contract, lease, or agreement whatsoever of Kamloops Exhibition Association, 1895, are hereby transferred to and vested in the Association, and all the debts, liabilities, obligations, and covenants of Kamloops Exhibition Association, 1895, shall be assumed, paid, discharged, and performed by the Association: Provided, however, that nothing in this Act shall affect, prejudice, or impair any covenant, condition, or stipulation contained in any contract, lease, or agreement between the City of Kamloops and the said Kamloops Exhibition Association, 1895.

Miscellaneous.

First account.

28. The Association may, in the making-up of its first account of income and expenditure for submission to its annual meeting, incorporate therein all items of income and expenditure received or incurred by Kamloops Exhibition Association, 1895, since the thirty-first day of December, 1955, and may consolidate the same with its own income and expenditure for the remainder of the period covered by such account as though the whole of the income and expenditure from the thirty-first day of December, 1955, to the end of such period were the income and expenditure of the Association.

Membership, etc., in
Kamloops Exhibition
Association, 1895,
deemed membership,
etc., in Association.

29. For all purposes of this Act, membership in or service as a director or officer of Kamloops Exhibition Association, 1895, shall be deemed to be or have been membership in or service as a director or officer of the Association.

Disposal of surplus
assets in winding-up.

30. In the event of the dissolution or winding-up of the Association, and of its having assets in excess of its liabilities, no member of the Association of whatever class shall have any right to any such excess assets or to share therein, and all of such excess assets shall be paid by the liquidator in such winding-up to the City of Kamloops.

Dissolution of
Kamloops Exhibition
Association, 1895.

31. Notwithstanding anything in the "Societies Act" or in any other Act to the contrary, Kamloops Exhibition Association, 1895, is dissolved.

VICTORIA, B.C.

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