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RSM 1990, c. 207

## The Waldheim Hutterian Mutual Corporation Incorporation Act

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WHEREAS a religious community of farmers existed in this province under the name of Waldheim Colony of Hutterian Brethren, who associated themselves together for the purpose of promoting and engaging in the Christian religion, Christian worship and religious education and teachings according to their religious belief, and of having, holding, using, possessing and enjoying all things in common;

AND WHEREAS the persons hereinafter named, members of the said religious community, by their petition, prayed that the Waldheim Colony of Hutterian Brethren should be incorporated: Michael Waldner, Michael J. Waldner, David Waldner, Paul Kleinsasser, Senior, Joseph M. Waldner, Paul Kleinsasser, Junior, John Stahl, Joseph J. Waldner, Senior, David Stahl, Joseph J. Waldner, Junior, Joseph Stahl, Michael M. Waldner, Jacob Waldner;

AND WHEREAS their prayer was granted, and resulted in the enactment of *An Act to Incorporate The Waldheim Hutterian Mutual Corporation*, assented to March 15, 1938;

AND WHEREAS the Minister of Justice has caused the Act to be prepared in English and French for re-enactment in accordance with a judgment dated June 13, 1985 and an order dated November 4, 1985 of the Supreme Court of Canada;

THEREFORE HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Manitoba, enacts as follows:

### Continuation

1 Waldheim Hutterian Mutual Corporation (hereinafter referred to as "the corporation") is continued as a corporation consisting of those persons who are members on the coming into force of this Act and all other persons who shall from time to time become members of the corporation in accordance with the provisions hereof and its by-laws, rules and regulations.

### Objects of corporation

2 The objects of the corporation are:

- (a) to promote, engage in and carry on the Christian religion, Christian worship and religious education and teachings, and to worship God according to the religious belief of the members of the corporation;
- (b) to engage in, and carry on farming, stockraising, milling, and all branches of these industries; and to manufacture and deal with the products and by-products of these industries;
- (c) to carry on any other business (whether manufacturing or otherwise) which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the corporation's property or rights;
- (d) to acquire or undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the corporation is authorized to carry on or possessed of property suitable for the purposes of the corporation;
- (e) to apply for, purchase or otherwise acquire, any patents, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the corporation, or the acquisition of which may seem calculated directly or indirectly to benefit the corporation, and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired;
- (f) to do all or any of the above things as principal, agents, contractors or otherwise and either alone or in conjunction with others;
- (g) to do such other things as are incidental to or conducive to the attainment of the above objects.

### Power in regard to property

3 For the benefit and in furtherance of the objects of the corporation, it may purchase, acquire, take, have, hold, exchange, receive, possess, inherit, retain and enjoy, property, real or personal, corporeal or incorporeal, whatsoever, and for any or every estate or interest therein whatsoever given, granted, devised or bequeathed to it or appropriated, purchased or acquired by it in any manner or way whatsoever and may also sell, convey, exchange, alienate, mortgage, lease, demise or otherwise dispose of any such real or personal property.

**Power to borrow money etc.**

4 The corporation shall have full power to borrow money, to issue bonds, debentures, or other securities; to pledge or sell such bonds, debentures or securities for such sum and at such price as may be deemed expedient or be necessary; to charge, hypothecate, mortgage or pledge any or all of the real or personal property, rights and powers, undertaking, franchises, including book debts of the corporation to secure any bonds, debentures or other securities or any liability of the corporation.

**Vesting of property**

5 All the lands, estates, leases, charges, mortgages, encumbrances, securities, assets, properties, real, personal or mixed, effects, rights, credits, choses-in-action, and causes of action of every description belonging to or standing in the name of or existing in or held in trust for the said Waldheim Colony of Hutterian Brethren, and without limiting the generality of the foregoing, the lands set out in the schedule hereto and all the personal property, goods and chattels of whatsoever nature and kind which, on March 15, 1938 were situated on the said lands or used or enjoyed in connection therewith, were, subject to all registered encumbrances, vested in the corporation, its successors and assigns for all the estate, right, title, interest, claim and demand which the said Waldheim Colony of Hutterian Brethren had on March 15, 1938 become, or has or may become entitled to, and the corporation shall be and is hereby empowered to exercise all the powers, rights and privileges for or in respect of the same or any of them that the said Waldheim Colony of Hutterian Brethren have or had or could or might have exercised. The trustees who held real or personal property for the said Waldheim Colony of Hutterian Brethren as at March 15, 1938 are authorized and directed to transfer, set over and assign to the corporation all such real and personal property held by them.

**Liability for debts**

6 The corporation shall assume and be liable for the debts or obligations which the said Waldheim Colony of Hutterian Brethren had contracted or incurred, or the payment or satisfaction of which had been guaranteed by the Hutterian Brethren Church in Manitoba as at March 15, 1938.

**Rules and regulations**

7 The corporation, at a meeting at which not less than four-fifths of the male members thereof are present, shall have full power to make, establish and sanction, amend, repeal or abrogate all such rules, regulations and by-laws as they shall judge necessary for its good administration and government, providing the same be not contrary to the provisions of this Act nor to the laws of this Province.

**Directors**

8 The property, affairs and concerns of the corporation shall be managed by and the business of the corporation shall be carried on by a board of five directors, namely: the president, vice-president, secretary-treasurer and two other members, all of whom shall be male members of the corporation, elected in accordance with the by-laws, rules and regulations of the corporation.

**Powers of directors**

9 The board of directors shall have full power and authority to exercise all powers of the corporation but only in accordance with its by-laws, rules and regulations, and in accordance with the provisions of this Act.

**No compensation**

10 Each and every member of the corporation shall give and devote all his time, labor, services, earnings and energies to the corporation and the purposes for which it exists, freely, voluntarily and without compensation or reward of any kind whatsoever other than as herein provided or in the by-laws, rules and regulations of the corporation expressed.

**No dissolution except by consent**

11 Subject to the provisions of any Act of the Legislature in force or hereafter brought into force, the corporation shall not be dissolved and the charter hereby granted shall not be surrendered except by and with the consent of all the members of the corporation.

**Expulsion of members**

12 If any member of the corporation refuses to obey and conform to the by-laws, rules and regulations of the corporation or refuses to give and devote all his time, labor, services, earnings and energies to the corporation or refuses or neglects to do and perform the work, labor, acts and things required of him by the by-laws, rules and regulations of the corporation, or refuses or neglects to attend and engage in the regular meetings, worship and religious services of the corporation, or abandons or quits membership in the corporation, such member may be expelled or dismissed from membership in the corporation upon a majority vote of the male members of the corporation.

**Officers given certain powers**

13 The president, or vice-president and the secretary-treasurer of the corporation are authorized to transact and manage all banking business of the corporation, to pay and receive all money, to give acquittances for the same; to make,

draw and sign all orders, cheques, and drafts for payment of money; to settle, balance and arrange all books and accounts, and generally to do any act, matter or thing which the nature of the business of the corporation with the bank or banks shall or may require.

#### **Directors given certain powers**

14 The board of directors of the corporation, by and with the consent of a majority of the male members of the corporation, may contract for, buy, sell, assign, transfer, encumber, guarantee, hypothecate, mortgage, pledge, charge, lease and dispose of all or any of the real and personal property of the corporation for any purpose whatsoever and upon any terms whatsoever, and as security for any moneys borrowed or any liability of the corporation, may execute and deliver under the seal of the corporation or not, as may be necessary, in favor of any moneylender, mortgagee, bank, person, firm or corporation any mortgage pledge, charge, bonds, debentures, warehouse receipts, bills of lading, negotiable instruments and such other securities or the real and personal property of the corporation as in its discretion the board of directors may see fit, and may also give to any bank any securities as permitted or required under *The Bank Act* (Canada) as security for any moneys borrowed from time to time from any bank.

#### **Power to guarantee**

15 The board of directors of the corporation may, by and with the consent of a majority of the male members of the corporation, guarantee or become surety for the payment of any debts or liabilities or the performance of any obligations of any one or more Hutterian organizations, and may, for that purpose, execute any bonds, pledges or undertakings whatsoever.

#### **Manner of execution of documents**

16 Every deed, transfer, mortgage, bill of sale, chattel mortgage, negotiable instrument or other document relating to or dealing with the property of the corporation, or any interest therein, executed under the seal of the corporation and signed by the president or vice-president and by the secretary-treasurer of the corporation, shall be binding on the corporation, according to the tenor and effect of such instrument.

#### **Returns**

17 The corporation shall, at all times when called upon to do so by the Lieutenant Governor in Council, render an account in writing of its properties and affairs and nothing herein contained shall affect in any manner or way the rights of Her Majesty, Her heirs or successors or of any body politic or corporate.

#### **Head office**

18 The head office of the corporation shall be in the postal district of Elie in the Province of Manitoba.

#### **Schedule (Section 5)**

The south-east quarter and the south half of the north-east quarter of section 17; all of section 29; the south-east quarter and the south half of the north-east quarter of section 21; the south-west quarter and the south half of the north-west quarter of section 22; and the north half of the north-west quarter of section 28; all in the township 10 and range 3 West of the Principal Meridian, in the Province of Manitoba.

The east half of section 4 in township 11 and range 3 West of the Principal Meridian, in the Province of Manitoba.

**NOTE: This Act replaces S.M. 1937-38, c. 79.**