

The Saskatchewan Mining Development Corporation Reorganization Act

being

Chapter S-30.1 of the *Statutes of Saskatchewan, 1988-89*
(effective July 8, 1988) as amended by the *Statutes of
Saskatchewan, 1989-90, c.58.*

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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CHAPTER S-30.1

An Act respecting the Reorganization of the Saskatchewan Mining Development Corporation

Short title

1 This Act may be cited as *The Saskatchewan Mining Development Corporation Reorganization Act*.

Interpretation

2 In this Act:

- (a) **“articles”** means articles as defined in the *Canada Business Corporations Act*, as amended from time to time;
- (b) **“assignee”** means:
 - (i) the Crown;
 - (ii) an agent of the Crown; or
 - (iii) a corporation wholly owned by the Crown or by an agent of the Crown;
- (c) **“Crown”** means Her Majesty in right of Saskatchewan;
- (d) **“head office operations”** means, unless otherwise prescribed in the regulations:
 - (i) all or substantially all of the collective executive, corporate planning, senior administrative and general management functions of the purchaser corporation and those of its subsidiaries owning assets or carrying on business in Canada, taken as a whole; and
 - (ii) the office or offices at which persons carrying out the functions of the chief executive officer, chief operating officer, chief financial officer and the president of the purchaser corporation and all or substantially all other executive officers, senior officers and other persons carrying out the functions mentioned in subclause (i) are located;
- (e) **“minister”** means the member of the Executive Council to whom for the time being the administration of this Act is assigned;
- (f) **“purchaser corporation”** means a corporation, the articles of which contain:
 - (i) a provision requiring its registered office and head office operations to be located in Saskatchewan; and

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(ii) a class of shares, consisting of a single authorized share, the primary purpose of which is to require the approval of the holder of that share, by a separate vote as a class, with respect to any proposal to transfer the registered office or head office operations of the purchaser corporation to a jurisdiction other than Saskatchewan;

(g) “**registered office**” means the registered office as defined in the *Canada Business Corporations Act*, as amended from time to time;

(h) “**SMDC**” means the Saskatchewan Mining Development Corporation continued pursuant to *The Saskatchewan Mining Development Corporation Act*;

(i) “**SMDC assets**” means all of the property referred to in subsection 4(4) of *The Saskatchewan Mining Development Corporation Act*;

(j) “**special share**” means the share mentioned in subclause (f)(ii);

(k) “**vendor corporation**” means any person, including Her Majesty in right of Canada, who enters into a transaction with a purchaser corporation in conjunction with a transaction provided for in subsection 4(1);

(l) “**vendor corporation assets**” means any assets that, directly or indirectly, are:

- (i) sold;
- (ii) assigned; or
- (iii) transferred;

by a vendor corporation to a purchaser corporation in conjunction with a transaction provided for in subsection 4(1).

1988-89, c.S-30.1, s.2.

Head office operations

3 Before SMDC enters into any transaction described in subsection 4(1), the purchaser corporation shall have designated in its articles that its registered office and its head office operations shall be situated at a place in Saskatchewan.

1988-89, c.S-30.1, s.3.

SMDC

4(1) Subject to the approval of the Lieutenant Governor in Council, SMDC may enter into any transaction that provides, directly or indirectly, for the sale, assignment and transfer of all or any part of the SMDC assets to a purchaser corporation for the consideration described in subsection (2).

(2) The consideration mentioned in subsection (1):

- (a) shall include the special share; and
- (b) may include:
 - (i) securities of the purchaser corporation other than the special share; and
 - (ii) the assumption by the purchaser corporation of any liabilities.

(3) Subject to the approval of the Lieutenant Governor in Council, SMDC may transfer any or all of the consideration received by it pursuant to subsection (2) to an assignee for any consideration that may be approved by the Lieutenant Governor in Council.

1988-89, c.S-30.1, s.4.

Rights, etc., on divestiture

5(1) In this section, “**assets**” means the SMDC assets and the vendor corporation assets.

(2) With respect to any sale, assignment or transfer of all or any part of the assets that are situated in Saskatchewan to the purchaser corporation or to facilitate any sale, assignment or transfer of all or any part of the assets that are situated in Saskatchewan to the purchaser corporation:

(a) all preferential or other rights to acquire any of those assets are deemed to have been waived; and

(b) all consents or approvals that are required pursuant to any agreement that relates to those assets are deemed to have been given.

(3) For the purposes of *The Mineral Disposition Regulations, 1986*, where the purchaser corporation has acquired all or substantially all of the assets, the purchaser corporation is deemed to be:

(a) the same corporation as; and

(b) a continuation of each of;

SMDC and the vendor corporation on those terms and conditions that the Lieutenant Governor in Council may prescribe.

(4) Notwithstanding any other Act or law, any sale, assignment or transfer of any assets that constitute an interest in a partnership governed by the laws of Saskatchewan by SMDC to the purchaser corporation shall not, in the absence of any agreement to the contrary, result in a dissolution or termination of that partnership.

1988-89, c.S-30.1, s.5; 1989-90, c.58, s.2.

Divestiture of securities

6(1) Subject to subsection (2), the Lieutenant Governor in Council may:

(a) direct SMDC or an assignee, whichever at the time of the direction holds securities of the purchaser corporation, to sell or otherwise dispose of any or all of the securities of the purchaser corporation; and

(b) impose any terms and conditions that he considers appropriate on a direction made pursuant to clause (a).

(2) The special share shall not be sold or disposed of pursuant to subsection (1).

(3) Notwithstanding any other Act, on receipt of a direction from the Lieutenant Governor in Council pursuant to subsection (1), SMDC or an assignee shall sell or otherwise dispose of the securities referred to in the direction in accordance with:

- (a) the direction; and
- (b) any terms and conditions that the Lieutenant Governor in Council may prescribe.

(4) SMDC or the assignee, as the case may be, shall apply the proceeds of the disposition of any securities of the purchaser corporation that are sold or disposed of in accordance with a direction from the Lieutenant Governor in Council pursuant to subsection (1) in the manner, if any, specified in the direction.

1988-89, c.S-30.1, s.6.

Change of name

7(1) Notwithstanding any other Act or law, on or after the day SMDC has completed the transaction described in subsection 4(1), the Lieutenant Governor in Council may change the name of SMDC.

(2) Where the Lieutenant Governor in Council changes the name of SMDC pursuant to subsection (1), a reference in any:

- (a) Act;
- (b) regulation, order, resolution, rule, bylaw or other instrument made in execution of a power given by an Act; or
- (c) document;

to the name Saskatchewan Mining Development Corporation is deemed to be a reference to the changed name.

1988-89, c.S-30.1, s.7.

Regulations

8 For the purpose of carrying out this Act according to its intent, the Lieutenant Governor in Council may make regulations:

- (a) defining, enlarging or restricting meaning of any word or term used in this Act but not defined in this Act;
- (b) prescribing any other matter or thing required or authorized by this Act to be prescribed in the regulations.

1988-89, c.S-30.1, s.8.

Act to prevail

9 If there is a conflict between this Act and the regulations and any other Act, regulations or law, this Act and the regulations prevail.

1988-89, c.S-30.1, s.9.