

BILL

No. 9 of 1948.

An Act to Incorporate Medical Services (Alberta) Incorporated.

(Assented to _____, 1948.)

WHEREAS a petition has been presented by the persons hereinafter named praying for the incorporation of an association with power to furnish prepaid medical, surgical and obstetrical care to groups, families and individuals as hereinafter set out, and it is expedient to grant the prayer of the said petition;

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

1. Clarence David Jacox, President and Managing Director, The Great Western Garment Co., Ltd., Edmonton, Alberta; Johnathan Wheatley, Farmer, Chancellor, Alberta; Albert Ernest Archer, Physician and Surgeon, Lamont, Alberta; Roy Llewellyn Anderson, Physician and Surgeon, Edmonton, Alberta; together with such persons as shall hereafter become members of the corporation hereby incorporated, shall be and are hereby constituted and declared to be a body corporate and politic under the name of "Medical Services (Alberta) Incorporated", and by that name shall have perpetual succession and a common seal.

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

- (a) "Corporation" means Medical Services (Alberta) Incorporated, as incorporated by this Act;
- (b) "Group Member" means any person, group of persons, firm, association, corporation, organization, body, city, town, village, municipal district, or government branch or agency whose members, employees, residents or persons represented by such group member or any of them are entitled, pursuant to the provisions of a contract between the corporation and the group member, to the benefits provided by the corporation.
- (c) "Participating Member" means a member of the corporation entitled, pursuant to a contract between him and the corporation or any group member and the corporation, to receive the benefits provided by the corporation for himself as an individual or for himself and his family.

- (d) "Professional Member" means a person who is a member in good standing in the College of Physicians and Surgeons of the Province of Alberta and who is also a member of the corporation.

3. The Corporation shall have the following powers, objects and purposes, namely:

- (a) To provide facilities whereby individuals may, through their own or a group membership in the corporation, obtain for themselves and their families adequate medical, surgical and obstetrical care on a pre-payment basis in such manner as may best meet and serve the interests of those receiving and those giving the services.
- (b) To enter into agreements with individuals, heads of families, group members, physicians and surgeons, whether or not professional members of the corporation, and the Government of the Province of Alberta, whereby medical, surgical and obstetrical care may be rendered to participating members of the corporation and their families: Provided that nothing herein contained shall be deemed to enlarge the powers already possessed by any group member and provided further that no agreement entered into between the corporation and any town, village or municipal district shall have any force or effect until it has been approved by the Lieutenant Governor in Council.
- (c) To amalgamate upon request existing medical pre-payment plans for which legally qualified medical practitioners of Alberta are now rendering service.
- (d) To maintain effective collaboration with the College of Physicians and Surgeons of Alberta.
- (e) To assist the Government of Alberta upon request, in strengthening the Health Services of the Province and in the provision of medical, surgical, and obstetrical care to specified groups.
- (f) To assist in developing an informed public opinion in matters of health.
- (g) To obtain and provide statistical and other information, counsel or assistance in all matters pertaining to the provision of medical, surgical, and obstetrical care on a pre-payment basis.

4. The corporation shall have power,—

- (a) to purchase, acquire, hold, possess, lease and enjoy any land and personal property necessary for the purpose of the corporation and the same or any part thereof from time to time to dispose of by sale, mortgage, lease, exchange or otherwise as the corporation may deem proper or advisable.

- (b) to sue or be sued, plead and be impleaded, contract and be contracted with in its said corporate name in any matter, action or cause whatever.
- (c) to invest all moneys of or in the possession of the corporation arising from or connected with its business or objects or any of them, in such securities, real or personal, as by any law or Statute in force in the Province, trustees may lawfully make investments.
- (d) To borrow money in such amounts at such rates of interest and on such terms as may be deemed advisable in connection with its business or objects, and to make, enter into and execute all such deeds, mortgages, agreements or instruments as may be deemed requisite or necessary, under the seal of the corporation and signed by such officers as may be designated by by-law.
- (e) to draw, make, accept and endorse, all bills of exchange, cheques and promissory notes deemed necessary for the purposes of the corporation under the hands of such officers as may be designated by by-law, and it shall not be necessary to affix the corporation's seal to any such bill, note, or cheque, but nothing herein contained shall authorize the corporation to issue bills or notes payable to bearer, or intended to be circulated as money or as bills or notes of a bank.
- (f) to do all such other things as are incidental, or as may be deemed conducive to the attainment of the objects of the corporation or any of them.

5. Any profits or other accretions to the funds of the corporation shall be used in furthering its objects and the payment of any dividend to its members is prohibited, provided that in the event of dissolution or winding-up of the corporation the assets of the corporation shall be used,—

- (a) in the payment of any legal costs incurred in the winding-up or dissolution of the corporation;
- (b) in the payment of all debts and liabilities of the corporation then due or to accrue due; and
- (c) in the re-payment to the members of the corporation the amount of any payments made by them in advance for medical, surgical, and obstetrical care which have not been rendered,—

and the balance, if any, shall be distributed amongst the members of the corporation in proportion to the amounts paid by them for medical, surgical, and obstetrical care during the last year preceding the date of dissolution or winding-up, not including any amount paid in advance for such care which shall have been repaid as above provided.

6. Membership in the corporation shall consist of group members, participating members and professional members

and the directors may by by-law add to the classes of membership or divide any existing class into two or more classes and a person may be admitted to as many classes of membership as he may be eligible for under the by-laws.

7.—(1) The business affairs and property of the corporation shall be administered by the board of directors, comprising five members, one of whom shall be a professional member elected by the professional members, one of whom shall be elected by and represent the group members, two of whom shall be elected by and represent the participating members, and until such time as there may be an additional class of members, the remaining director shall be elected by all of the members of the corporation present at the annual meeting.

(2) The number of directors may be increased by by-law so that each class of membership may be represented by one director.

(3) Until other directors have been elected, the persons mentioned by name in the first section of this Act are hereby constituted provisional directors of the corporation and shall hold office until the first general meeting of the corporation.

(4) At the first general meeting of the corporation and at each annual meeting thereafter, a board of directors shall be elected in such manner as may be provided by the by-laws subject to the provisions of subsections (1) and (2) of this section.

8. It shall be lawful for the board of directors to make by-laws for the government and proper administration of the property, affairs, business and interests of the corporation and for the election or appointment and retirement or removal of directors and officers of the corporation and generally for the government and management of the affairs of the corporation and the carrying out of its objects, and to repeal, alter and amend the same from time to time including, —

- (a) the qualifications for and conditions of membership in the corporation;
- (b) the commencement of business of the corporation and the date of the first and subsequent annual meetings;
- (c) the representation and voting powers of the members, and particularly of the group members.
- (d) the method of giving notice, by advertisement or otherwise, of an annual or other meeting of the members of the corporation;
- (e) the amount of the enrolment fees and annual fees payable by the different classes of members respectively, and the collection of said fees;

- (f) the payment to the professional members and other Physicians and Surgeons of approved accounts for services rendered to persons entitled to benefits provided by the corporation;
- (g) the conditions under which a member shall cease to be a member or be suspended from membership and as to the reinstatement of any such member and the inclusion of a member in a different class of membership from that in which he was previously included;
- (h) the benefits to which a member is entitled for himself or for those persons included in the class which he represents;
- (i) the procedure at meetings of the corporation or board of directors including a provision as to the necessary quorum of members at any such meeting;
- (j) the fixing of fees payable to each director for attending meetings of the board, such fees not to exceed \$25.00 for each day which the director is so engaged or is absent from his home in connection therewith, together with his necessary expenses;
- (k) the constitution of committees and prescribing the duties thereof;
- (l) the keeping of accounts and auditing of same;
- (m) the establishment of branch offices at places other than the place where the head office is situated.

9. No member of the corporation shall be in any way liable, accountable or chargeable for any debt, claim, or demand due or payable by, or for any act or default of the corporation, provided that no professional member or other Physician or Surgeon shall be relieved by the provisions of this section from any claim for damages or otherwise to which he would be liable if this Act had not been passed.

10. The corporation shall not be liable for any Act or omission by any professional member or other Physician or Surgeon arising out of or in connection with the treatment of any person entitled to the benefits provided by the corporation.

11. The head office of the corporation shall be at the City of Edmonton or at such other place in the Province as the board of directors may decide.

12. Notwithstanding anything contained in *The Alberta Insurance Act*, being chapter 201 of the Revised Statutes of Alberta, 1942, as amended, the said corporation shall not be deemed to be undertaking insurance or carrying on the business of insurance in furnishing pre-paid medical, surgical, and obstetrical care to its members.

13. The provisions of sections 117 and 255 of *The Companies Act* shall not apply to the corporation, and sections 105 to 107 inclusive shall apply.

14. This Act shall come into force on the day upon which it is assented to.

FIFTH SESSION
TENTH LEGISLATURE
12 GEORGE VI
1948

BILL

An Act to Incorporate Medical
Services (Alberta)
Incorporated.

Received and read the

First time

Second time

Third time

DR. MCPHERSON.

EDMONTON:
A. Shnitka, King's Printer
1948