

BILL

No. 2 of 1954

An Act to Incorporate The William Roper Hull Home

(Assented to _____, 1954)

WHEREAS William Roper Hull, late of the City of Cal- Preamble
gary, in the Province of Alberta, deceased, who died
at Calgary aforesaid, on the 4th day of April, A.D. 1925,
by his last will and testament dated the 27th day of Jan-
uary, A.D. 1920, made and appointed The Royal Trust
Company to be the sole executor and trustee thereof; and

Whereas the said will was proved and registered in the
District Court of the District of Calgary, on the 7th day
of July, A.D. 1925, and administration of all the property of
the said deceased and any way concerning the will was
granted by the said Court to the said The Royal Trust
Company; and

Whereas the said will provided and directed that from
and after the deaths of the testator's wife and his brother
and sister therein named (the last of whom died on the
11th day of March, A.D. 1953), the said trustee should
hold the testator's estate, including the accumulations there-
of, upon trust to distribute the same by paying certain
legacies as therein specified and to divide the rest, residue
and remainder thereof into five equal shares, two of such
shares to be expended in the construction, furnishing and
equipping, under the supervision and to the satisfaction of
the said therein named trustee, of a suitable home, to be
known as "The William Roper Hull Home", in or within
five miles of Calgary aforesaid for destitute and orphan
children born within Alberta and the net annual income
from the investment of two of such shares to be paid by
the said trustee for the maintenance and support of the
said Home; and

Whereas the said will further directed that a suitable
corporate body having perpetual succession be organized
by the said trustee, by special legislation of Alberta if
necessary, with such powers and providing terms and con-
ditions of admission to the said Home and for its mainten-
ance and operation, all on such terms and conditions as
might be determined by the said trustee in its unfettered
discretion; and

Whereas the said The Royal Trust Company has by its
petition prayed for the passing of an Act to create a corpor-
ation under the name of "The William Roper Hull Home"

with the powers and for the purposes hereinafter set forth; and

Whereas in view of the changes in circumstances and conditions relating to destitute and orphan children in Alberta that have taken place, and the time that has elapsed and the increase of the residue of the said estate, since the death of the said testator, it is expedient and in the public interest that a corporation be set up with the powers and for the purposes hereinafter set forth; and

Whereas it is 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 Alberta, enacts as follows:

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| Short title | 1. This Act may be cited as " <i>The William Roper Hull Home Act</i> ". |
| Interpretation | 2. In this Act unless the context otherwise requires: |
| "Board" | (a) "Board" means the governing board as constituted and established pursuant to section 6 of this Act; |
| "Corporation" | (b) "Corporation" means the body corporate created by this Act under the name of The William Roper Hull Home; |
| "Home" | (c) "Home" means the institution, home, appurtenances and facilities of the Corporation described in section 4 of this Act; |
| "Residual Estate" | (d) "Residual Estate" means that portion of the estate of the Testator which constitutes the four, of the five equal shares of the Testator's residue estate, to be applied or held for the purposes of "The William Roper Hull Home" as defined and set forth in the Will; |
| "Testator" | (e) "Testator" means William Roper Hull, late of Calgary, Alberta, who died thereat on or about the fourth day of April, 1925; |
| "Trustee" | (f) "Trustee" means The Royal Trust Company and its successor as the trustee for the time being under the Will; |
| "Will" | (g) "Will" means the last will and testament of the Testator dated the twenty-seventh day of January, 1920, as proved and registered in the District Court of the District of Calgary on the seventh day of July, 1925; |
| "The William Roper Hull Home Trust" | (h) "The William Roper Hull Home Trust" means all that portion of the Residual Estate, for the time being and from time to time, held by the Trustee to pay the net annual income therefrom for the support and maintenance of the Home and for making suitable provision for the maintenance thereof. |
| Constitution of Corporation and its powers | 3. Allan Ray Dingman, Manager of the Trustee of the City of Calgary aforesaid and Everet James Chambers, |

Queen's Counsel, Counsel for the Trustee, both of the City of Calgary, and such other persons as are from time to time appointed or be members of the Board as hereinafter provided, are hereby constituted and established a body politic and corporate under the name of "The William Roper Hull Home" and under the said name the corporation:

- (a) has perpetual succession, perpetual succession
- (b) shall have a common seal, with power to change, alter, break and renew the same when and so often as it shall think proper, seal
- (c) may contract and be contracted with, sue and be sued, implead and be impleaded with, answer and defend in all courts and places whatsoever, power to contract
- (d) may acquire by gift, purchase, devise, bequest, transfer or otherwise, real or personal property of every nature in the Province of Alberta and have, hold, possess, enjoy, take and receive the same for the general uses and purposes of the corporation, power to acquire property
- (e) may from time to time, give, sell, exchange, convey, transfer, assign, mortgage, encumber, demise or otherwise dispose of all or any of the property, real or personal of the corporation or any interest therein, power to sell property
- (f) may borrow, raise or secure the payment of, money for any of the purposes of the corporation in such manner as it deems expedient and, in particular, by negotiable instruments and by the issue of debentures, bonds, mortgages or obligations, charged upon all or any of the property of the corporation, and may purchase, redeem or pay off any such securities in whole or in part, borrowing
- (g) may invest all moneys of, or in possession of, the corporation arising from or connected with its objects or operations, 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, investments
- (h) has all the powers and privileges conferred upon it by this Act, and all the other powers and privileges and immunities vested by law in a corporation necessary or proper for the carrying out of its objects. implied powers

4. The objects of the Corporation are the organization, construction, extension, equipment, operation, management and maintenance either within the corporate limits of the City of Calgary or without, but within a distance of not more than five miles from, such limits, of: Objects of Corporation

- (a) a suitable institution or home and appurtenances, and educational, dormitory, recreational and other facilities in connection with or ancillary to the said institution or home, for children whether born within or without the Province who are: home for orphan children, etc.

- (i) resident in the Province, and
(ii) either orphans, destitute children or children in needy circumstances,
and
(b) other facilities and services for the care, education, training, welfare or establishment of such children.
- other facilities**
- Exemption from sections of Companies Act**
- 5.** The Corporation is exempt from each of section 7, 76, 77, 81, 107, 117 and 255 of *The Companies Act* and amendments thereto or substitutions therefor.
- Members of Board**
- 6.** The Corporation shall, subject to the provisions of this Act, be managed and administered by a governing board of five persons, as follows:
- (a) the Mayor, for the time being, of the City of Calgary,
(b) the Manager or acting Manager, for the time being, of the Trustee in the City of Calgary,
(c) one person resident in the City of Calgary to be annually named or designated in writing by the Trustee,
(d) one other person resident in the Province to be annually named or designated in writing by a majority vote of the persons described in clauses (a), (b) and (c),
(e) the Minister of Public Welfare, for the time being of the Province or, at the written direction of such Minister, such other officer of the Department of Public Welfare of the Province as he may from time to time appoint or designate in writing.
- First Meeting of Board**
- 7.** Within sixty days after this Act comes into force, the two persons named in section 3 shall hold a meeting at which the persons designated in section 6 or selected in the manner set forth in that section shall be installed as successors to the two persons named in section 3 who shall thereupon resign.
- Tenure of Board Members**
- 8.** The respective members of the Board may hold office until their respective successors are from time to time appointed or designated in the manner provided therefor in section 6.
- Quorum**
- 9.** Three members of the Board shall constitute a quorum thereof and each member shall have one vote.
- Powers of Board**
- 10.** (1) The powers of the Corporation are vested in and shall be exercised by the Board and, without restricting the generality of the foregoing, the Board may:
- (a) elect its own Chairman and Vice-Chairman and appoint a Treasurer and Secretary and such other officers of the Corporation as it deems expedient

and may prescribe their respective duties, powers and authority and determine the tenure of each such office,

- (b) fix and determine the remuneration of the officers of the Corporation and of members of the Board other than those members referred to in clauses (a) and (e) of section 6,
 - (c) plan, organize, supervise, control, direct and carry out or cause to be carried out the construction, extension, equipment, operation and maintenance of the Home,
 - (d) control, manage, govern and direct the Home and appoint such staff, employees, servants and agents as it may from time to time require or deem necessary and fix, pay and provide for the salaries, emoluments of, and benefits for, such persons,
 - (e) act by such committees of, or appointed by, the Board as it deems proper to constitute or appoint,
 - (f) control and regulate the admission of children, described in section 4, to the Home and their maintenance and sojourn at, and discharge or departure from, the Home,
 - (g) make rules, not inconsistent with any of the provisions of this Act, governing and prescribing the terms and conditions of admission of children to the Home and their maintenance and sojourn at, and discharge or departure from, the Home,
 - (h) make by-laws, resolutions, rules and regulations, not inconsistent with any of the provisions of this Act, touching or respecting any and all the aforesaid powers and matters and also in respect of all matters pertaining to the business, meetings and proceedings of the Board.
- (2) If a vacancy in any office occurs at any time, the Board shall, at its next ensuing meeting, elect or appoint a new occupant of such office.
- (3) Officers of the Corporation, other than the Chairman or Vice-Chairman of the Board, need not be members of the Board.

11. (1) Notwithstanding the terms and provisions of the Will: This Act
to prevail
over Will

- (a) the Trustee may:
 - (i) apply and expend, from time to time, such portion or portions of the Residual Estate up to, but not exceeding in the aggregate, one-half thereof in or for the construction, extension, furnishing and equipping of the Home as the Trustee, with the approval or recommendation of the Board, may from time to time determine,
 - (ii) make payment and disbursement to the Corporation of and from the Residual Estate to the extent and as provided in subclause (i),

(iii) hold, retain and invest the balance of the Residual Estate from time to time remaining as constituting and being The William Roper Hull Home Trust and pay the net annual income therefrom to the Corporation to be used, applied and expended as may be determined by the Board from time to time,

(b) payment and disbursement by the Trustee to the Corporation of or from the Residual Estate and of the net annual income of The William Roper Hull Home Trust to the extent and as provided in this section constitutes, and shall be deemed to be, compliance with, and performance of, the terms of the Will,

(c) the commencement of construction of the Home may be deferred until the first day of May, 1956.

(2) Where this Act is at variance with or extends a provision in the Will, this Act prevails and the construction or interpretation given in this Act or by a provision of this Act of any term used in the Will shall be deemed to be the proper construction or interpretation of that term in the Will.

Accounting **12.** The Corporation shall at all times when called upon so to do, render an account in writing of its property and affairs to, the Lieutenant Governor in Council.

Coming into force **13.** This Act comes into force on the day upon which it is assented to.

APPENDED NOTE

Section 5 of the foregoing Bill exempts the Corporation from sections 7, 76, 77, 81, 107, 117 and 255 of *The Companies Act*, chapter 240, R.S.A., 1942, section 5 of which provides:

"Every company heretofore or hereafter incorporated by Act of the Legislature, to which *The Insurance Act* or *The Railway Act* does not apply, shall be subject to and shall comply with sections 7, 76, 77, 81, 87 to 96, 107, 117 and 255 of this Act, and in the case of any conflict between those sections and any section of the Act of incorporation those sections shall prevail, unless the Act of incorporation expressly exempts the company from any such section".

As the body corporate created by the proposed Bill is a non-profit corporation and has no share capital, it is suggested that it should be made clear that all of the sections of *The Companies Act* referred to in section 5 thereof should be excluded excepting sections 87 to 96 of *The Companies Act* which relate to, and provide for the registration with the Registrar of Companies of, any debenture or floating charge mortgage.

If the corporation referred to in the Bill should raise money by such type of mortgage it is suggested that it should comply with sections 87 to 96 of *The Companies Act* insofar as applicable.

No. 2

SECOND SESSION
TWELFTH LEGISLATURE

3 ELIZABETH II

1954

BILL

An Act to Incorporate The William
Roper Hull Home

Received and read the

First time

Second time

Third time.....

MR. H. B. MACDONALD
