

No. 103

---

---

3rd Session, 15th Legislature, Alberta  
14 Elizabeth II

---

---

## **BILL 103**

A Bill to Incorporate Pharmaceutical Services  
(Alberta) Incorporated

---

---

HON. DR. ROSS

---

---

## **Explanatory Note**

**1.** This Bill will incorporate a non-profit corporation to enable the provision of pharmaceutical services on a pre-payment basis.

**2.** Definitions.

**3.** Creation of the corporation.

# BILL

No. 103 of 1966

An Act to Incorporate Pharmaceutical Services  
(Alberta) Incorporated

(Assented to \_\_\_\_\_, 1966)

**H**ER MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of Alberta, enacts as follows:

**1.** This Act may be cited as "*The Pharmaceutical Services (Alberta) Incorporated Act*".

**2.** In this Act,

- (a) "corporation" means Pharmaceutical Services (Alberta) Incorporated as incorporated by this Act;
- (b) "group subscriber" means any person, group of persons, firm, association, corporation, organization, body, local or public authority, or any government or government branch or agency whose members, employees, residents or persons represented by the group subscriber, or any of them, are entitled, pursuant to a contract between the corporation and the group subscriber, to the benefits provided by the corporation;
- (c) "participating subscriber" means a member of the corporation entitled, pursuant to a contract between him and the corporation or any group subscriber 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 Alberta Pharmaceutical Association and who also is a member of the corporation.

**3.** Robert James Edgar, Pharmacist, Westlock, Alberta; Donald Merlin Cameron, Registrar; William James McKay Henning, Barrister; both of Edmonton, Alberta; together with such persons as hereafter become members of the corporation hereby incorporated shall be and are hereby created a body corporate under the name of "Pharmaceutical Services (Alberta) Incorporated".

**4. Objects of the corporation.**

**5. Powers of the corporation.**

4. The corporation has 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 prescribed drugs and pharmaceutical services 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 subscribers, pharmacists (whether or not professional members of the corporation) and the Government of the Province of Alberta, whereby prescribed drugs and pharmaceutical services may be provided and rendered to participating subscribers and their families, but nothing herein contained shall be deemed to enlarge the powers already possessed by any group subscriber and provided further that no agreement entered into between the corporation and any town, village or municipal district has any force or effect until it has been approved by the Lieutenant Governor in Council;
- (c) to enter into agreements with an approved carrier under the Alberta Health Plan or any other carrier whereby the carrier may administer or otherwise act as the administrative agent of the corporation;
- (d) to maintain effective collaboration with the Alberta Pharmaceutical Association;
- (e) to assist the Government upon request in the provision of adequate health services in the Province, particularly in the field of pharmacy, but also in fields other than pharmacy to the extent and in the manner approved by the Lieutenant Governor in Council;
- (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 prescribed drugs and pharmaceutical services to the people of Alberta on a pre-payment basis.

5. The corporation has power:

- (a) to purchase, acquire, hold, possess, lease and enjoy any real property necessary for the purpose of the corporation and to dispose of it by sale, mortgage, lease, exchange or otherwise as the corporation may consider proper or advisable;
- (b) to invest all moneys of or in the possession of the corporation arising from or connected with its business objects or any of them, in such securities, real

**6. Application of profits.**

**7. Membership of the corporation.**

or personal, as by any law in force in the Province trustees may lawfully make investments;

- (c) to borrow money in such amounts at such rates of interest and on such terms as may be considered advisable in connection with its business or objects and to make, enter into and execute all such bonds, debentures, deeds, mortgages, agreements or instruments as may be considered requisite or necessary, under the seal of the corporation and signed by such officers as may be designated by by-law;
- (d) to draw, make, accept and endorse all bills of exchange, cheques and promissory notes considered necessary for the purposes of the corporation under the hands of such officers as may be designated by by-law, and it is not necessary to affix the corporation's seal to any such bill, note or cheque but nothing herein contained authorizes 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;
- (e) to enter into reciprocal arrangements with any similar association or body operating in any other province or territory of Canada or in any of the United States of America or in any other country for the purpose of providing in the territory of either party adequate prescribed drugs or pharmaceutical services to the persons covered by contract with either party;
- (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.

**6.** 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, except 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 repayment to the members of the corporation the amount of any payments made by them in advance for prescribed drugs and pharmaceutical or other services which have not been rendered,

and the balance, if any, shall be given to The University of Alberta to be used by it as it sees fit in the furtherance of research in the field of pharmacy.

**7.** Membership in the corporation shall consist of group subscribers, participating subscribers 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

**8.** Affairs of the corporation are to be administered by a board of directors.

**9.** By-laws may be made by the board of directors.



classes and a person may be admitted to as many classes of membership as he may be eligible for under the by-laws.

**8.** (1) The business affairs and property of the corporation shall be administered by a board of directors comprising five members

- (a) two of whom shall be professional members elected by the professional members,
- (b) one of whom shall be elected by and represent the group subscribers,
- (c) one of whom shall be elected by and represent the participating subscribers,

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 section 3 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 subsections (1) and (2).

**9.** The board of directors may 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, 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 subscribers;
- (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 and the collection of fees;
- (f) the payment to the professional members and other pharmacists and persons of approved accounts for

**10.** Liability of members of corporation is limited.

**11.** Corporation is not liable in respect of professional services rendered.

**12.** Head office of corporation.

**13.** The corporation deemed not to be carrying on the business of insurance.

**14.** Application of The Companies Act.

**15.** Commencement of Act.

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 or committees thereof;
- (k) the constitution of committees and prescribing the duties thereof;
- (l) the keeping of accounts and auditing of accounts;
- (m) the establishment of branch offices at places other than the place where the head office is situated.

**10.** No member of the corporation is 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 pharmacist or other person is relieved by this section from any claim for damages or otherwise to which he would be liable if this Act had not been passed.

**11.** The corporation is not liable for any act or omission by any professional member or other pharmacist or person arising out of or in connection with the treatment of any person entitled to the benefits provided by the corporation.

**12.** 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.

**13.** Notwithstanding anything contained in *The Alberta Insurance Act*, the corporation shall be deemed not to be undertaking insurance or carrying on the business of insurance in furnishing pre-paid prescribed drugs and pharmaceutical or other services to its members.

**14.** Sections 130 and 255 of *The Companies Act* do not apply to the corporation but sections 118 to 120 thereof apply to the corporation.

**15.** This Act comes into force on a date to be fixed by Proclamation.

No. 103

---

---

THIRD SESSION  
FIFTEENTH LEGISLATURE  
14 ELIZABETH II  
1966

---

---

**BILL**

An Act to Incorporate  
Pharmaceutical Services (Alberta)  
Incorporated

---

---

Received and read the

First time .....

Second time .....

Third time .....

---

---

HON. DR. ROSS

---

---