

1967 Bill Pr. 2

Fifth Session, 15th Legislature, 15 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL Pr. 2

**An Act to Incorporate The Board of Trustees of The
Edmonton Canadian Native Friendship Centre**

MR. GERHART

First time

Second time

Third time

BILL Pr. 2

1967

An Act to Incorporate The Board of Trustees of the
Edmonton Canadian Native Friendship Centre Building

(Assented to _____, 1967)

Preamble

WHEREAS two Associations in Alberta, The Canadian Native Society and The Canadian Native Friendship Centre have organized a project for the construction of a building in the City of Edmonton, in the Province of Alberta, to provide facilities and services for the education and training of the Indian, Metis and Eskimo people.

AND WHEREAS the said Associations through their nominees undermentioned, have by their Petition set forth that the incorporation of The Board of Trustees of the Edmonton Canadian Native Friendship Centre Building would enable them to attain more effectively this object,

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:

Short title

1. This Act may be cited as *The Board of Trustees of the Edmonton Canadian Native Friendship Centre Building Act*.

Interpre-
tation

2. In this Act,

- (a) "Board" means the governing Board as constituted and established pursuant to section 6;
- (b) "Corporation" means the body corporate created by this Act under the name of The Board of Trustees of the Edmonton Canadian Native Friendship Centre Building;
- (c) "Edmonton Canadian Native Friendship Centre Building" means the institution, appurtenances, and facilities of the corporation described in section 4.

Corporate
body

3. (1) The Honourable George Prudham, P.C., manager, nominee of The Edmonton Canadian Native Friendship Centre, Robert Gray, manager, another nominee of The Edmonton Canadian Native Friendship Centre, and Stan Daniels, manager, nominee of The Canadian Native Society,

all of the City of Edmonton, 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 corporate under the name of The Board of Trustees of the Edmonton Canadian Native Friendship Centre Building.

(2) The Corporation

- (a) has 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,
- (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,
- (d) may acquire by gift, purchase, devise, lease, 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,
- (e) may from time to time, give, sell, lease, 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,
- (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,
- (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,
- (h) the Corporation may acquire, take possession of and hold as the Corporation may deem proper all such property (real, personal or mixed) as may at any time be mortgaged, hypothecated or pledged to the Corporation by way of security or conveyed to it in satisfaction of obligations or debts due or owing to it from any person, firm or corporation, and
- (i) 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.

Objects

- 4.** (1) The objects of the Corporation are:
- (a) generally, the advancement of education;
 - (b) without restricting the generality of the foregoing, the financing, organization, construction, extension, equipment, operation, management and maintenance in the City of Edmonton, of a suitable building and appurtenances, and educational and other facilities ancillary thereto for the education and training of, including the development of social and cultural skills by, persons of Canadian Native origin, whether Indian, Metis or Eskimo;
 - (c) without restricting the generality of the foregoing, to make available facilities for institutions, agencies, organizations and individuals with similar purposes as the Corporation or dedicated in whole or in part, to the education of persons of Canadian Native origins whether Indian, Metis or Eskimo.

(2) All of the resources of the Corporation shall be devoted to charitable activities carried on by the Corporation itself and no part of the income of the Corporation shall be payable to, or otherwise be made available for the personal benefit of any proprietor, member or shareholder thereof.

The Companies Act

5. The Corporation is exempt from each of sections 7, 81, 82, 87, 120, 130 and 266 of *The Companies Act*.

Constitution of Board

6. The Corporation shall, subject to the provisions of this Act, be managed and administered by a governing board of seven persons, as follows:

- (a) the mayor, for the time being, of the City of Edmonton, or such person as he may designate in writing;
- (b) one person designated in writing by the Minister of the Government of Canada for the time being charged with the administration of the *Indian Act*;
- (c) two persons resident in the Province of Alberta designated in writing by The Canadian Native Friendship Centre, a body corporate duly incorporated under the laws of the Province of Alberta;
- (d) one person resident in the Province designated in writing by The Canadian Native Society, a body corporate, duly incorporated under the laws of the Province of Alberta;
- (e) two persons resident in the City of Edmonton, in the Province designated in writing by a majority vote of the persons described in clauses (a) to (d).

Term of office

7. (1) The term of office of the first members of the Board shall be as follows:

- (a) in the case of the persons first appointed under clauses (a) and (b) of section 6, three years;

(b) in the case of the persons first appointed under clause (c) of section 6, two years;

(c) in the case of persons first appointed under clauses (d) and (e) of section 6, one year.

(2) All persons appointed to the Board thereafter shall hold office for a term of three years.

(3) A retiring or past member of the Board shall be eligible for re-appointment.

(4) Within 90 days after this Act comes into force, the three 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 persons named in section 3 who shall thereupon cease to hold office as members of the Board unless they have been designated as members of the Board pursuant to the provisions of section 6.

(5) Should any person for any reason cease to hold office as a member of the Board prior to the time his term would otherwise expire, another member shall be appointed to the Board to serve the balance of the unexpired term in the manner prescribed in section 6.

(6) In the event any appointment required to be made pursuant to the provisions of section 6 is not made within 90 days after a request therefor, such appointment may be made by a District Court Judge on application by any interested person and on such material as the Judge applied to may deem to be adequate.

Continuity
of Board

8. Notwithstanding the term of office for members of the Board hereinbefore stated, 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. Five 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) to (e) of section 6,

(c) plan, organize, supervise, control, direct and carry

out or cause to be carried out the financing, construction, extension, equipment, operation and maintenance of The Edmonton Canadian Native Friendship Centre Building,

- (d) control, manage, govern and direct The Edmonton Canadian Native Friendship Centre Building 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 use of The Edmonton Canadian Native Friendship Centre Building,
- (g) make rules, not inconsistent with any of the provisions of this Act, governing and prescribing the terms and conditions under which The Edmonton Canadian Native Friendship Centre Building may be made available for the use of persons of Canadian Native descent, including Indians, Metis and Eskimos, and organizations, agencies and institutions, and
- (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 other than membership of the Board occurs at any time, the Board shall, at its next ensuing meeting, elect or appoint a new occupant of such office, or defer the matter until such time as the Board deems it expedient to fill the vacancy.

(3) Officers of the Corporation, other than the chairman or vice-chairman of the Board, need not be members of the Board.

Use of
corporate
seal

11. Any deed, transfer, mortgage, charge or other instrument relating to or dealing with real estate or any interest therein in the said Corporation, shall be deemed to be and shall be duly executed and shall be sufficient for the purposes for which same is intended, if there are affixed thereto the seal of the Corporation and the signature of two members of the Board or Corporation, when so authorized by a majority decision of the Board.

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.

Commence-
ment of Act

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

Note

Section 5 of the foregoing Bill exempts the Corporation from sections 7, 81, 82, 87, 120, 130 and 266 of The Companies Act, chapter 53, R.S.A. 1955. Section 5 of which provides:

“Every company heretofore or hereafter incorporated by Act of the Legislature and to which The Insurance Act or The Railway Act does not apply, is subject to and shall comply with sections 7, 81, 82, 87, 99 to 108, 120, 130 and 266 of this Act, and in the case of any conflict between those sections and any section of the Act of incorporation those sections prevail, unless the Act of incorporation expressly exempts the company from 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 99 to 108 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 99 to 108 of The Companies Act in so far as applicable.