

1970 Bill 46

Third Session, 16th Legislature, 19 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL 46

**An Act to incorporate the
Medical Services Research Foundation of Alberta**

THE MINISTER OF HEALTH

First Reading

Second Reading

Third Reading

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BILL 46

1970

An Act to incorporate the Medical Services
Research Foundation of Alberta

(Assented to _____, 1970)

HER 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 Medical Services Research Foundation Act*.

2. There is hereby established a corporation with the name "Medical Services Research Foundation of Alberta" (in this Act called the "Foundation") consisting of the members of the board of trustees appointed pursuant to section 5.

3. The objects of the Foundation are

- (a) to receive the assets of Medical Services (Alberta) Incorporated on the winding up of that corporation; of that corporation;
- (b) to seek and receive by gift, bequest, devise, transfer or otherwise property of every nature and description;
- (c) subject to any prior trust conditions imposed upon the use of such property to hold, use and administer it for the purpose of fostering and supporting research into any aspect of the provision of medical and allied health services and the promoting of matters of health in the interest of the people of Alberta.

4. The Foundation

- (a) shall invest its funds in securities authorized by law for investment of trust funds or as may be directed by the donor;
- (b) shall expend the income from its property for the furtherance of the objects of the Foundation;

Explanatory Notes

1. General. This Bill will incorporate the Medical Services Research Foundation of Alberta which will assume the assets and liabilities of the existing Alberta Medical Research and Education Foundation established in 1964. The new Foundation will receive the residual assets of Medical Services (Alberta) Incorporated in the event of the winding up of that Corporation. The latter's Act of incorporation is to be amended accordingly: see section 10 of this Bill.

2. Incorporation of Foundation.

3. Objects of Foundation.

4. Powers re property and contracts.

- (c) may enter into such contracts and do all such other things as may be necessary, desirable or expedient to effect its objects.

5. (1) The board of trustees of the Foundation shall consist of

- (a) a person appointed by the Council of the College of Physicians and Surgeons of the Province of Alberta;
- (b) a person appointed by the board of directors of The Alberta Medical Association (C.M.A. Alberta Division);
- (c) the Registrar of the College of Physicians and Surgeons of the Province of Alberta;
- (d) two persons to be appointed by the Lieutenant Governor in Council;

and the persons to be appointed under clauses (a), (b) and (d) shall hold office for a term of three years or until their successors are appointed.

(2) The Lieutenant Governor in Council shall designate one of the members appointed by him to be chairman of the board of trustees of the Foundation.

(3) A majority of the members of the board of trustees constitute a quorum at a meeting of the board.

(4) The trustees shall meet upon the call of the chairman but at least once a year on a date to be fixed by the chairman of the board of trustees.

6. (1) The board of trustees may make by-laws respecting

- (a) the appointment, functions, duties and removal of all agents, officers and employees of the Foundation and their remuneration,
- (b) the time and place for the meetings of the board of trustees and the procedure to be followed at such meetings, and
- (c) the general conduct of the business and affairs of the foundation.

(2) A by-law is not valid unless

- (a) it is passed by a majority of the board of trustees holding office, and
- (b) it is approved by the Lieutenant Governor in Council.

(3) A by-law signed by a majority of the board of trustees holding office is as valid and effective as if passed at a meeting of the board.

5. Composition of board of trustees.

6. By-laws.

7. (1) The board of trustees may at any time delegate any of its powers to committees consisting of such of the trustees and of such other persons as the trustees deem advisable.

(2) Any committee so formed shall, in the exercise of the powers so delegated, conform and be subject to the directions and restrictions, if any, that are imposed upon it by the trustees.

8. Upon the commencement of this Act, the rights, property, obligations and liabilities of the Alberta Medical Research and Education Foundation become the rights, property, obligations and liabilities respectively of the Medical Services Research Foundation of Alberta.

9. *The Alberta Medical Research and Education Foundation Act*, being chapter 53 of the Statutes of Alberta, 1964 is repealed.

10. *The Medical Services (Alberta) Incorporated Act* is amended by striking out section 5 and by substituting the following section:

5. (1) 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.

(2) In the event of winding-up of the corporation, the assets of the corporation shall be used

(a) firstly, in the payment of any costs incurred in the winding-up of the corporation, and

(b) secondly, in the discharge of all debts and liabilities of the corporation,

and the balance, if any, shall be paid to the Medical Services Research Foundation of Alberta.

(3) The provisions of *The Companies Act* pertaining to voluntary liquidation of a company incorporated under that Act apply *mutatis mutandis* to the corporation in the event that it resolves to wind up.

11. This Act comes into force on July 1, 1970.

7. Committees.

8. Assets and liabilities of present Foundation transferred to the new Foundation.

9. Repeal of Act of incorporation of the present Foundation.

10. Section 5 presently reads:

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.