

1971 Bill Pr. 5

Fourth Session, 16th Legislature, 20 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL Pr. 5

The Odd Fellows Act, 1971

MR. SIMPSON

First Reading

Second Reading

Third Reading

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THE ODD FELLOWS ACT, 1971

Preamble

WHEREAS the Legislative Assembly of the Province of Alberta passed The Odd Fellows Act, 1907, Statutes of Alberta, chapter 43, and there have been no amendments since that date;

AND WHEREAS the provisions of the 1907 Act have become archaic and need to be revised;

AND WHEREAS the Order has expanded and added several new branches which need to be legally recognized;

AND WHEREAS two Alberta private companies were incorporated to further the objects of Odd Fellowship and they have become redundant;

AND WHEREAS the Order wishes to make provision for the advancement of certain charitable and benevolent objectives:

THEREFORE HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Alberta, enacts as follows:

Short title

1. This Act may be cited as "The Odd Fellows Act, 1971".

Definitions

2. In this Act:

- (a) "branches" shall mean the subordinate lodges and their governing bodies under the jurisdiction of the Grand Lodge;
- (b) "Council" means the council established under section 5;
- (c) "Grand Lodge" means the corporation named in section 3;
- (d) "Order" shall mean the lodges, branches and members of the lodges and branches of the Independent Order of Odd Fellows in Alberta and shall include, but not so as to restrict the generality of the foregoing—
 - (i) The Grand Lodge,
 - (ii) The Subordinate Odd Fellows Lodges,

Explanatory Notes

The Independent Order of Odd Fellows is a fraternal organization, having branches in most parts of the world. As membership fees are modest, its membership is composed of persons of all economic strata. There are no religious or color bars.

The I.O.O.F. sponsors many benevolent and charitable projects. It has endowed a chair in Rochester for research into the eye, founded eye banks and in this school year in Alberta has screened over 7,000 pre-school children for amblyopia. It is the only organization that the United Nations allows to sponsor annual conducted tours for youth through its headquarters. Every year 1,000 high school students throughout North America are selected by speaking contests and their expenses paid by the Order for a trip to New York and the United Nations. The Order's projects also include scholarships, help for crippled children, the widow, orphan, and various local concerns. In many jurisdictions the Order has built and operated homes for senior citizens and it has hopes to initiate similar projects here in Alberta shortly.

The principles of the Order are friendship, love and truth. These have remained unchanged and unchanging in over 150 years. They have become, however, more meaningful in the alienated and congested urban society of the 1970's. To meet the changes in society, it is the intention of this Bill to up-date the provisions of the old 1907 Act and to make the Order more effective in the 1971 Alberta situation.

1. Short Title.

2. Definitions.

- (iii) The Rebekah Assembly,
 - (iv) The Subordinate Rebekah Lodges,
 - (v) The Theta Rho Girl Clubs,
 - (vi) The Theta Rho Girl Assemblies,
 - (vii) Junior Lodges,
 - (viii) Junior Lodge Assemblies,
 - (ix) The Grand Encampment,
 - (x) Encampment Lodges,
 - (xi) Patriarchs Militant,
 - (xii) Patriarchs Militant Cantons,
 - (xiii) The Department Council of the Patriarchs Militant Branch,
 - (xiv) The Ladies Encampment Auxilliary,
 - (xv) The Ladies Encampment Auxilliary of the Grand Encampment,
 - (xvi) The Ladies Auxilliary Patriarchs Militant,
 - (xvii) The Ladies Auxilliary Patriarchs Militant Association,
- and such other branches or subordinate lodges which may be approved from time to time by the Grand Lodge.

Incorporation

3. (1) The Grand Lodge of Alberta of the Independent Order of Odd Fellows is continued as a corporation with the same name.

(2) The Head Office of the Grand Lodge shall continue to be in the City of Calgary, or such other place in the Province of Alberta as the Grand Lodge may from time to time by by-law decide.

Objects and powers

4. The objects of the Grand Lodge are to promote and encourage amongst its members and the community at large the principles of Odd Fellowship, which are friendship, love and truth, and, in particular, but without limiting the generality of the foregoing, the Grand Lodge may, in furtherance of its objects:

- (a) borrow, raise or secure the payment of money in such a manner as it thinks fit and, in particular, by negotiable instruments and by the issue of debentures or debenture stocks, bonds, mortgages or obligations charged upon the property of the Grand Lodge and to extend the period for payment of the same and to purchase, redeem or pay off any such securities in whole or in part;

3. Body corporate with perpetual succession.

4. Objects and powers of Corporation (replaces sections 3 and 4 of old act).

Clause (e) broadens the investment powers, particularly to allow the investment of "Home Trust Funds" of the Order in N.H.A. Senior Citizens Projects.

- (b) advance moneys at interest rates and to receive mortgages, bonds, debentures, negotiable instruments, or other securities as security therefor and to assign, sell, transfer, hypothecate, pledge or otherwise dispose of such mortgages or securities so received and to discharge and release mortgages or other securities so given, either in whole or in part and to extend the period for payment thereof;
- (c) insure or give any guarantee for payment of any loan, mortgage, bond or debenture issue, obligation or securities made or issued by any part of the Order situate within the Province of Alberta as the same shall from time to time be constituted in any corporate body thereunder;
- (d) mortgage or charge all or any part of the property of the Grand Lodge, either for the payment of security or debt or otherwise;
- (e) invest benevolent and charitable funds of the Order in
 - (i) trustee approved investments as authorized from time to time by Alberta Statutes,
 - (ii) investments approved under the provisions of the Canadian and British Insurance Companies Act, as amended from time to time or successor legislation thereto,
 - (iii) investments coming within the terms of The Alberta Housing Act, as amended from time to time or successor legislation thereto;
- (f) have all the powers and privileges and immunities vested by law in a corporation necessary or proper for the carrying out of its objects.

Powers

5. The Grand Lodge shall have power to:

- (a) appoint or elect any of its present officers or any other members or officers of the Grand Lodge to a council for the management of the affairs of the Grand Lodge as may be deemed expedient;
- (b) prescribe the councillors' duties and may require them to post such security as may from time to time be deemed proper for the proper performance of their duties;
- (c) by itself or Grand Master suspend or remove any councillor or member at its pleasure;
- (d) pass such by-laws as are necessary governing the signing and the affixing of the corporate seal to instruments and documents;
- (e) pass, modify, revoke or suspend such by-laws, rules and regulations as may be deemed necessary for the objects aforesaid.

5. Grand Lodge to be the governing body and its powers.

Council's
powers

6. Unless otherwise prescribed by by-law, the Council of the Grand Lodge shall have the authority to exercise all the powers of the Grand Lodge between Grand Lodge sessions and to delegate such powers as it deems expedient to branches, subordinate lodges or committees of the Order, which bodies shall have the same powers of delegation.

Member-
ship

7. (1) The Grand Lodge shall have the power and authority to grant, suspend or revoke membership in the Order.

(2) The Grand Lodge shall have the power and authority to establish, continue, suspend or revoke subordinate lodges and subordinate branches of the Order which now exist or may hereafter come into existence in the Province of Alberta.

Subordinate
lodges

8. (1) Each subordinate lodge of the Order now organized and in this Province or which may hereafter become organized by or under authority of the Grand Lodge within this Province may, in the manner hereinafter specified, be and become a body politic and corporate by the name and number by which it may be designated by such Grand Lodge.

(2) Whenever a subordinate lodge shall become incorporated as aforesaid, it shall have the same powers and privileges as hereinbefore conferred upon the Grand Lodge for acquiring, holding, purchasing, having, taking, receiving by gift or devise, exchanging, selling and leasing all real estate and personal estate; for prosecuting and defending any actions and for investment, borrowing money and mortgaging and executing instruments as security therefor; and to make, pass, alter and amend by-laws, rules and regulations; subject to the approval of the Grand Lodge being first obtained thereto before the same shall become valid and binding upon the subordinate lodge.

Subordinate
lodges

9. (1) Each branch of the Independent Order of Odd Fellows now organized in this Province, or which may hereinafter become organized by or under the authority of the Grand Lodge within this Province, may in the manner hereinafter specified become a body politic and corporate by the name and number by which it may be designated by such Grand Lodge.

(2) When a branch shall become incorporated as aforesaid, it shall have the same powers and privileges as hereinbefore conferred upon the Grand Lodge for acquiring, holding, purchasing, having, taking, receiving by gift or devise, exchanging, selling, investing and leasing all real and personal estate; for prosecuting and defending any actions and for borrowing money and mortgaging and

6. Council of Grand Lodge can exercise powers between Grand Lodge sessions and provision for delegation of powers. (Old clause 5).

7. Powers of Grand Lodge re membership and subordinate branches and lodges.

8. Subordinate lodges.

9. Subordinate branches.

executing instruments as security therefor; to make and pass, amend and alter by-laws, rules and regulations; subject to the approval of the Grand Lodge being first obtained thereto before the same shall become valid and binding upon such branch.

Incorpor-
ation of
subordinate
lodges

10. (1) Each subordinate lodge now established or which may hereafter be established under the authority of the Grand Lodge and which may be desirous of becoming incorporated shall and by resolution approved by vote of at least a majority of the members present at any regular meeting, resolve to become so incorporated.

(2) Upon the evidence by Statutory Declaration being filed with the Registrar of Companies showing that the said lodge is a subordinate lodge of the Grand Lodge and that such resolution has been passed and upon filing therewith a copy of its Constitution or By-laws, if any, (and if there be no Constitution or By-laws, evidence of that fact) and a Certificate of the Grand Lodge under the seal thereof and under the signatures of its presiding officer and secretary that the subordinate lodge is in good standing in the Order, then members of such subordinate lodge whose names may be included in such resolution aforesaid and their associates and successors, shall become from the time of the issuing by the Registrar of Companies of his certificate hereinafter provided for, a body politic and corporate as aforesaid by the style or name and number of which it may be designated by the Grand Lodge and as such shall have perpetual succession and a common seal with power to change or alter the said name and number or the said seal by by-law to that effect approved according to such regulations as may be enforced under any rule, regulation or by-law of such Grand Lodge.

Incorpor-
ation of
subordinate
branches

11. (1) Each branch of the Order now established or which may hereinafter be established under the authority of the Grand Lodge and which may be desirous of becoming incorporated shall and by resolution approved by vote of at least a majority of the members present at any regular meeting, resolve to become so incorporated.

(2) Upon the evidence by Statutory Declaration being filed with the Registrar of Companies, showing that the said lodge is a branch of the Order and that such resolution has been passed and upon filing therewith a copy of its Constitution or By-laws, if any, (and if there be no Constitution or By-laws, evidence of that fact) and a Certificate of the Grand Lodge under the seal thereof and under the signatures of its presiding officer and secretary that such branch is in good standing in the Order, then members of such branch of the Order, whose names may be included in

10. Incorporation of subordinate lodges. (Old clause 9).

11. Incorporation of subordinate branches

such resolution aforesaid and their associates and successors, shall become from the time of the issuing by the Registrar of Companies of his certificate hereinafter provided for, a body politic and corporate as aforesaid by the style or name and number of which it may be designated by the Grand Lodge and as such shall have perpetual succession and a common seal with power to change or alter the said name and number or the said seal by by-law to that effect approved according to such regulations as may be enforced under any rule, regulation or by-law of such Grand Lodge.

Certificate
of incorporation

12. Any subordinate lodge or branch of the Order which shall seek to become incorporated under this Act shall be entitled, upon producing and filing of the proofs, documents and certificates aforesaid and upon payment of a fee of \$10.00 to receive a Certificate of Incorporation under the provisions hereof under the hand of the Registrar of Companies in such form as he may deem suitable and such Certificate shall be final and conclusive evidence of such subordinate lodge and branch of the Order being a corporation under this Act.

Holding of
property

13. No member of the Grand Lodge or any branch of the Order or any subordinate lodge so incorporated shall have any power to assign or transfer to any person or persons whomsoever any interest which he may have to or in the funds or the property of the Grand Lodge or any subordinate lodge, but the same shall at all times be the property and remain under the control of the Grand Lodge or branches of the Order or subordinate lodges, respectively, and no property or stock of any kind belonging to the Grand Lodge or branches of the Order or any subordinate lodge shall be subject to the payment of the private debts of any of its members nor liable to be taken in execution by any judgment creditor against any individual member or members of the Grand Lodge, any branch of the Order or any subordinate lodge.

Cessation

14. Should any subordinate lodge or branch of the Order cease to exist or be dissolved from any cause whatsoever, the property (real and personal) held or belonging to such subordinate lodge or branch of the Order shall at once vest in the Grand Lodge, but charged with the payment of the debts of such subordinate lodge or branch of the Order to the full extent of such property.

Subordinate
lodges sub-
ject to
Grand
Lodge

15. All subordinate lodges and branches of the Order that may become incorporated under the provisions of this Act and the members thereof, shall from henceforth be and become subject and amenable to the by-laws, rules and

12. Requirements for Registrar of Companies to issue Certificates of Incorporation. (Old clause 10).

13. All property held exclusively for Grand Lodge. (Old Clause 13).

14. Cessation of lodges or branches. (Old clause 14).

15. Subordinate lodges and branches subject to Grand Lodge. (Old clause 16).

regulations of the Grand Lodge and shall have and exercise all their powers and privileges under this Act, subject to the said by-laws, rules and regulations of the Grand Lodge and not otherwise.

Suspension
or expulsion
of members

16. When any member is expelled or suspended by any subordinate lodge or branch of the Order or by the Grand Lodge, the said member shall cease to have any interest or claim whatsoever upon the funds or property of such Grand Lodge or branch of the Order or subordinate lodge while under suspension or expulsion. Provided that in the case of a suspension, such member shall be restored to his rights and privileges upon being reinstated or such suspension vacated.

Suspension
or
revocation
of charter

17. (1) In the case that the Grand Lodge declares the authority or charter of any branch of the Order or subordinate lodge forfeited pursuant to the by-laws, rules and regulations of the Grand Lodge, the Grand Lodge shall notify the Registrar of Companies in writing.

(2) Any Certificate of Incorporation to such subordinate lodge or branch of the Order shall be deemed to be cancelled from the date of receipt of such notice by the Registrar of Companies from the Grand Lodge.

Liability of
members

18. No officer or member of such Grand Lodge or any branch of the Order or subordinate lodge shall be or held liable or responsible for any debt or obligation of such Grand Lodge or branch of the Order or subordinate lodge beyond the extent of any unpaid dues or subscriptions owing to him through such lodge.

Winding up

19. (1) All the lands, estates, leases, charges, encumbrances, securities, assets, properties (real, personal and mixed effects), rights, credits, choses and actions and causes of action of every description (hereinafter referred to as "all assets") belonging to or standing in the name of, or existing in the Alberta Odd Fellows Temple Limited and the Calgary Recreation Temple are hereby transferred to and vested in the Grand Lodge of Alberta without further act or deed, and for the use and benefit absolutely of the said Grand Lodge.

(2) This Act shall be and shall in all respects be treated for the purpose of the Land Titles Office in the South Alberta Land Registration District and every other public office in Alberta and of any and all transactions therein and of the officers administering the same, as a legal and valid grant, conveyance, transfer and assignment to the Grand Lodge of Alberta of all the assets of the Alberta Odd Fellows Temple Limited and the Calgary Recreation Temple.

16. Suspension or expulsion of members. (Old clause 17).

17. Powers of Grand Lodge to suspend or revoke charters.
(Old clause 18).

18. Limited liability of members of Order. (Old clause 19)

19. Winding-up of two old I.O.O.F. companies and vesting of
assets in Grand Lodge.

(3) The Grand Lodge shall be and is hereby empowered to exercise all the powers, rights and privileges over and in respect of the assets or any of them, which the Alberta Odd Fellows Temple Limited and the Calgary Recreation Temple had at the commencement of this Act or thereafter becomes or may become entitled to or might have been exercised.

(4) No suit, action or other proceeding, power or remedy being exercised by the Alberta Odd Fellows Temple Limited and the Calgary Recreation Temple shall be discontinued or abated on account of this Act; but the same may be continued in the name of the Grand Lodge, which shall have the same rights and be subject to the same liabilities and shall pay and receive the like costs as if such actions, suits or proceedings had been commenced or defended in the name of the Alberta Odd Fellows Temple Limited or the Calgary Recreation Temple, the Grand Lodge is empowered to bring and maintain in its own name any action, suit, appeal or other proceeding or exercise any power, remedy or right or duties that the Alberta Odd Fellows Temple Limited or the Calgary Recreation Temple could have, could have been or become entitled to bring, maintain or exercise.

(5) Nothing in this Act affects the right of any creditors or claimants of the Alberta Odd Fellows Temple Limited or the Calgary Recreation Temple.

(6) The Grand Lodge shall hold those assets in trust upon the same trusts as any assets presently held by the Alberta Odd Fellows Temple Limited and the Calgary Recreation Temple from which they are received.

Accounting

20. The Grand Lodge shall at all times when called upon to do so by the Lieutenant Governor in Council, render an accounting in writing of its property and affairs.

General
laws apply

21. The powers herein granted shall be subject to the general laws of the Province now in force or hereinafter enacted.

Dissolution

22. The Calgary Recreation Temple and the Alberta Odd Fellows Temple Limited are hereby dissolved.

Repeal and
transitional

23. (1) This Act repeals and replaces The Odd Fellows Act, being chapter 43 of the Statutes of Alberta, 1907.

(2) Any Certificate of Incorporation granted to a subordinate lodge or branch of the Order under the provisions of The Odd Fellows Act, being chapter 43 of the Statutes of Alberta, 1907, shall be deemed to be valid and subsisting

20. Grand Lodge accountable to Lieutenant Governor in Council

21. Powers in Act subject to the laws of Alberta.

22. Dissolution of two I.O.O.F. companies upon proclamation of this Act.

23. Repeal provisions of 1907 Act.

under the provisions of this Act, notwithstanding the fact that the granting of the same may have been irregular, except as to those subordinate lodges which have ceased to exist and of which notice has been given to the Registrar of Companies.

Coming
into force

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

24. Coming into force.