

1980 BILL PR 8

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Second Session, 19th Legislature, 29 Elizabeth II

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THE LEGISLATIVE ASSEMBLY OF ALBERTA

# **BILL PR 8**

**THE STOCKMEN'S MEMORIAL FOUNDATION ACT**

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DR. CARTER

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First Reading -----

Second Reading -----

Committee of the Whole -----

Third Reading -----

Royal Assent -----

*Bill Pr 8*  
*Dr. Carter*

## **BILL PR 8**

1980

### **THE STOCKMEN'S MEMORIAL FOUNDATION ACT**

*(Assented to , 1980)*

**Preamble**

**W**HEREAS the persons hereinafter named have by their petition prayed for legislation for the incorporation of the Stockmen's Memorial Foundation and it is expedient to grant the prayer of the petition;

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

**Definitions**

**1.** In this Act,

- (a) "Board" means the Board of Governors of the Foundation;
- (b) "by-laws" means by-laws of the Foundation;
- (c) "Foundation" means the Stockmen's Memorial Foundation.

**Incorporation**

**2.** The following persons, namely,

- (a) Donna Befus of Calgary, Bernie Butterwick of Calgary, Morris Davidson and Bobbie Davidson of Calgary, Leon Doty of Cochrane, Merv Edey of High River, Sherm Ewing and Claire Ewing of Claresholm, Marina Field of Calgary, Douglas Fraser of Hussar, John Hay of Innisfail, Sylvia Holcomb of Sherwood Park, Lois Holloway of Calgary, Frank Jacobs of Calgary, John Lockhart and June Lockhart of Okotoks, Jim Lore and June Lore of Carstairs, Edwin McKinnon of Calgary, Hal Sears of Nanton, David Storey and Ruth Storey of Calgary, George Ward and Mabel Ward of Arrowhead, and Ian Watt and Kay Watt of Cremona, and
- (b) J. J. Armstrong of Calgary, C. J. Barber of Strathmore, Dr. Zane Block of Standard, John A. Cartwright of High River, Richard Copithorne of Calgary, R. Glen Dixon of Beaverlodge, Ernie Fidgeon of Calgary, Rod Fidgeon of Calgary, Leonard Friesen of Calgary, Tom Gilchrist of Milk River, Mel Gosling of Dalemead, A. L. King of Calgary, C. Roy King of Arrowhead, Gordon Lansdell of

Turner Valley, Chas. H. McKinnon of Calgary, D. Keith McKinnon of Carseland, James A. McPherson of Cochrane, Alex J. McTaggart of Calgary, Fred H. Newcombe of Calgary, Ernie K. Nimitz of Calgary, Gabriele Patterson of Calgary, Allie Streeter of Nanton, Jim Treacy of Calgary, Lloyd Wambeke of High River, F. F. Wark of Mossleigh, Hugh Wearmouth of Cochrane and Murray Wilson of Calgary,

together with those persons who became members of the Foundation, are incorporated as a body corporate under the name "Stockmen's Memorial Foundation".

Objects

**3.** The objects of the Foundation are

- (a) to identify, honour and remember the builders of the Alberta livestock industry and others who have made outstanding contributions to its progress,
- (b) to provide historical and business information relating to the Alberta livestock industry,
- (c) to familiarize the public with the lore of the livestock, and
- (d) to encourage a general appreciation of the sociological and economic significance of the livestock industry.

Head office

**4.** The head office of the Foundation shall be located in Alberta at the place specified in the by-laws.

Board of  
Governors

**5.** (1) There shall be a Board of Governors of the Foundation consisting of the persons elected or appointed as its members pursuant to the by-laws.

(2) The Board shall manage the business and affairs of the Foundation.

(3) Subject to sections 4 and 6, the Board may exercise its powers by resolution.

(4) Until the election of the first members of the Board under subsection (1), the Board shall consist of the persons mentioned in section 2(a).

By-laws

**6.** (1) The Board may make by-laws respecting

- (a) the admission, suspension and expulsion of members of the Foundation;
- (b) the establishment of one or more classes of membership and, if more than one class of membership is established, the respective rights, privileges, restrictions and conditions conferred or imposed on the members of each of those classes;
- (c) the amount of the membership fees and other fees payable to the Foundation or the manner in which those fees may be fixed;
- (d) the number of members of the Board;

- (e) the election or appointment of the members of the Board and of the officers of the Board and their respective rights, powers, privileges and duties;
  - (f) the calling of meetings of members of the Foundation and the conduct of business at those meetings;
  - (g) the appointment of an executive committee of the Board and the delegation to that committee of any of the powers or duties of the Board other than the power to make by-laws;
  - (h) the establishment of the offices of the Foundation and the appointment of persons to those offices;
  - (i) the appointment and removal of the auditor of the Foundation;
  - (j) the designation of persons as patrons of the Foundation;
  - (k) any restriction on the activities in which the Foundation may engage;
  - (l) the establishment of standing and special committees of the Foundation and their responsibilities;
  - (m) subject to section 4, the location of the head office of the Foundation;
  - (n) the regulation of the investment of the funds of the Foundation pursuant to section 7(2)(d);
  - (o) the transfer of the remaining property of the Foundation in the course of the winding up of the Foundation to one or more organizations, whether incorporated or not, with objects similar to those of the Foundation or that engage in activities similar to those in which the Foundation had engaged at any time prior to the commencement of the winding up proceedings.
- (2) If the by-laws provide for more than one class of membership, the by-laws shall provide for at least one class of membership that entitles its members to vote at all meetings of the Foundation.
- (3) The Board shall submit a by-law, or an amendment or repeal of a by-law, made under this section to the members of the Foundation
- (a) at the next annual meeting of the members of the Foundation, or
  - (b) at a special meeting of the members of the Foundation called for the purpose of so submitting the by-law, amendment or repeal and held before the next annual meeting,
- and the members may, by resolution, confirm, reject or amend the by-law, amendment or repeal so submitted.
- (4) A by-law, or an amendment or repeal of a by-law, is effective from the date of the resolution of the Board under subsection (1) until it is confirmed, confirmed as amended or rejected.

ted by the members of the Foundation under subsection (3) or until it ceases to be effective under subsection (5) and, if the by-law is confirmed or confirmed and amended, it continues in effect in the form in which it was so confirmed.

(5) If a by-law, an amendment or repeal is rejected by the members of the Foundation, or if the Board does not submit a by-law, an amendment or a repeal as required under subsection (3), the by-law, amendment or repeal ceases to be effective and no subsequent resolution of the Board to make, amend or repeal a by-law having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the members of the Foundation.

**Powers**

**7. (1) The Foundation may in furtherance of its objects**

- (a) collect and preserve objects, works of art and documents of historical interest relating to the livestock industry;
- (b) establish, maintain and operate museums, libraries, galleries, information centres and similar facilities;
- (c) exhibit and lend the collections of the Foundation;
- (d) undertake and support research and education related to the objects of the Foundation;
- (e) provide financial and other assistance to organizations that have objects similar to those of the Foundation or that engage in activities similar to those in which the Foundation engages or has engaged;
- (f) solicit, receive and hold gifts upon any trusts or conditions acceptable to the Board and administer the gifts in accordance with those terms and conditions;
- (g) establish and maintain information and communications facilities related to the livestock industry;
- (h) publish, produce or distribute books, pamphlets, films and other productions that relate to any matter pertaining to the objects of the Foundation.

(2) In addition to its powers under *The Interpretation Act* and under subsection (1), the Foundation may do any other act in connection with or incidental to the furtherance of its objects and without limiting the generality of the foregoing, the Foundation may:

- (a) acquire, hold and alienate any estate or interest in real or personal property;
- (b) borrow money from any person and give any security for the repayment of money so borrowed;
- (c) draw, make, accept, endorse, execute or issue promissory notes, bills of exchange or other negotiable instruments;
- (d) subject to the by-laws, invest in any manner it thinks fit the funds of the Foundation that are not from time to time required for expenditure;
- (e) lend its funds or guarantee the payment of any debt;
- (f) make such banking arrangements as are necessary for the purpose of its business and affairs.

No personal  
benefit to  
members

**8.** (1) No part of the income of the Foundation shall be paid to, or otherwise made available for, the personal benefit of any member of the Foundation.

(2) Notwithstanding anything in *The Companies Act*,

- (a) if the by-laws under section 6(1)(o) provide for the transfer of the property of the Foundation upon the winding up of the Foundation, the liquidator shall transfer any remaining property of the Foundation to the organization or organizations specified in the by-laws in accordance with the by-laws, or
- (b) if the by-laws do not provide for the transfer of the property of the Foundation upon the winding up of the Foundation, the liquidator shall, subject to the approval of the Court of Queen's Bench, transfer any remaining property of the Foundation to one or more organizations, whether incorporated or not, with objects similar to those of the Foundation or that engage in activities similar to those in which the Foundation had engaged at any time prior to the commencement of the winding up proceedings.

Coming into  
force

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