

Bill PR 5

Third Session, 19th Legislature, 30 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL PR 5

**THE CALGARY RESEARCH AND DEVELOPMENT
AUTHORITY ACT**

MR. OMAN

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

Bill PR 5
Mr. Oman

BILL PR 5

1981

THE CALGARY RESEARCH AND DEVELOPMENT AUTHORITY ACT

(Assented to , 1981)

Preamble WHEREAS a petition has been presented, praying for the incorporation of "The Calgary Research and Development Authority", 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) "Authority" means The Calgary Research and Development Authority;
- (b) "Chairman" means the Chairman of the Authority;
- (c) "City" means the City of Calgary;
- (d) "Chamber" means the Calgary Chamber of Commerce;
- (e) "Council" means the Council of the City;
- (f) "President" means the President of the Authority;
- (g) "University" means the University of Calgary;
- (h) "Vice-Chairman" means the Vice-Chairman of the Authority.

Incorporation

2(1) There is hereby created a body corporate with the name of "The Calgary Research and Development Authority" composed of members appointed in accordance with the provisions of this Act.

(2) The members of the Authority shall have direction and control of the conduct of the business and affairs of the Authority.

(3) The Authority is a continuing body notwithstanding any change or vacancy in membership.

Objects **3** The Authority shall have as its objects the promotion of research and activities which are necessary or convenient in the support of research including the establishment, development, maintenance and operation of research and development parks.

Special powers **4** Without limiting the generality of section 3, the Authority shall have the power

- (a) to appoint a President;
- (b) to purchase, take on lease or in exchange, hire, or otherwise acquire and hold or dispose of any real and personal property and any rights or privileges that the Authority may think necessary or convenient for the purpose of its business;
- (c) to engage the services of any bank or treasury branch and to enter into agreements with any bank or treasury branch in connection with the business of the Authority;
- (d) to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (e) to delegate in writing any power or powers contained in clauses (c) and (d);
- (f) to buy, sell and deal in any personal property;
- (g) to take or otherwise acquire and hold the shares, stock, debentures, or other securities of any company, wheresoever incorporated, having objects altogether or in part similar to those of the company or carrying on any business capable of being conducted so as, directly or indirectly, to benefit the Authority, and the power to sell or reissue, with or without guarantee, or otherwise deal with the same;
- (h) to borrow or raise or secure the payment of money in such manner as the Authority thinks fit, and, without limiting the generality of the foregoing, by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Authority's property or the Authority's interest in it, and the power to purchase, redeem, or pay off any such securities;
- (i) to make by-laws or regulations for the government and proper administration of the property, affairs and interests of the Authority;
- (j) to enter into with any governments or authorities, municipal, local or otherwise, any agreements that may seem conducive to the Authority's objects or any of them, the power to obtain from any such government or authority any rights, privileges, and concessions that the Authority may think it desirable to obtain.

and the power to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions;

(k) to construct, improve, maintain, develop, work or manage any and all works necessary or desirable in carrying out the objects of the Authority;

(l) to receive gifts, donations and grants of money or other property from any source for the purpose of enabling the Authority to carry out its general or special powers;

(m) to acquire and undertake the whole or any part of the business, property, and liabilities of any person or company, whosoever incorporated, carrying on any business that the Authority is authorized to carry on, or possessed of property suitable for the purposes of the Authority;

(n) to apply for, purchase or otherwise acquire any patents, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention capable of being used for any of the purposes of the Authority or the acquisition of which may seem calculated, directly or indirectly, to benefit the Authority, and the power to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired;

(o) to raise and assist in raising money for, and to aid by way of bonus, loan, promise, endorsement, guarantee or otherwise, any person or company with whom or which the Authority may have business relations or any of whose shares, securities or other obligations are held by the Authority and to guarantee the performance or fulfillment of any contracts or obligations of any such person or company, and in particular to guarantee the payment of the principal of and interest on securities, mortgages and liabilities of any such person or company;

(p) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Authority;

(q) to invest and deal with such moneys of the Authority as are not immediately required, in such manner as may from time to time be determined;

(r) generally, to do or cause to be done all things necessary for or incidental to the objects of the Authority.

Composition of
Authority

5(1) The Authority shall be composed of:

(a) 4 members appointed by the Council of the City;

(b) 4 members appointed by the Board of Governors of the University on recommendation of the University's president;

- (c) 4 members appointed by the president of the Chamber;
- (d) the President.

(2) The Chamber, City and University shall have the power to jointly appoint up to 6 additional members and the terms of the additional members shall be determined by the Chamber, City and University at the time of their appointment.

Members

6(1) As soon as practicable after this Act comes into force the 12 members of the Authority shall be appointed pursuant to section 5 hereof and the members so appointed shall appoint the President.

(2) Initially the Chamber, City and University shall each appoint 2 members for a term of 2 years and each shall appoint a further 2 members for a term of one year. In subsequent years the members shall be similarly appointed for a term of 2 years.

(3) One of the members appointed by the City shall be the person appointed as director of business development of the City.

(4) Subject to subsection (7) a new member shall not hold office for more than 5 consecutive years.

(5) Notwithstanding the period for which he is appointed as a member of the Authority a member of the City Council may hold office as a member of the Authority only so long as he remains a member of the Council, and the Council shall forthwith name a successor to complete the balance of the term of any member who ceases to be a member of City Council.

(6) Subject to subsection (4), and notwithstanding the period for which he was appointed as a member of the Authority, a member of the Authority shall remain in office until his successor has been appointed, unless disqualified pursuant to subsection (5) hereof.

(7) Notwithstanding subsection (4) a member of the Authority is eligible for a further appointment or appointments provided a lapse of at least one year has occurred following each such appointment.

Vacancies

7 Where a vacancy occurs in membership in the Authority by any cause other than the expiration of the term for which such member was appointed, the Chamber, City or University as the case may be that appointed the member creating the vacancy shall appoint a successor to fill the vacancy for the remainder of the term of the vacating member.

Qualifications

8(1) The provisions of sections 29, 30 and 31 of *The Municipal Government Act* applying to members of the council of a municipality shall apply mutatis mutandis to members of the Authority.

(2) In the event the Mayor of the City is appointed a member, the

provisions of section 29(1)(b) of *The Municipal Government Act* do not apply to the Mayor in his capacity as a member of the Authority.

Chairman and
Vice-Chairman

9(1) At each annual meeting the members of the Authority shall elect one of the members to act as Chairman and one of the members to act as Vice-Chairman.

(2) The Chairman shall preside at meetings of the Authority and in his absence, the Vice-Chairman.

President

10(1) The Authority shall have a chief executive officer who shall be entitled the President of the Authority and shall, subject to the directions of the Authority, exercise supervision and control over the daily administration of the Authority and manage its business and affairs.

(2) The President shall, in the absence of the Chairman and the Vice-Chairman, preside at meetings of the members of the Authority.

(3) The President shall be responsible to the Authority.

(4) The President shall have such other powers and duties as may be assigned to him by the Authority.

(5) The President shall be paid a salary fixed from time to time by the Authority.

Financing

11 The Council will provide to the Authority whatever money is, in the opinion of the Council, necessary for the operation of the Authority.

Non-profit
organization

12(1) The Authority shall not be carried on for the purpose of gain for its members.

(2) Any profits or other accretions to the Authority shall be used in promoting its objects and no part of the income of the Authority shall be payable to or be otherwise available for the personal benefit of any member of the Authority.

Quorum

13 7 members shall form a quorum of the members of the Authority for the transaction of business provided that there is at least one member present appointed by each of the Chamber, the City and the University.

Seal

14 The Authority shall have a common seal.

Head office

15 The head office of the Authority shall be in the City.

Audit and
statement

16(1) The Authority shall cause an annual audit of its accounts to be made at least once in every fiscal year by an independent auditor who shall be a chartered accountant or a firm of chartered accountants.

(2) An auditor shall be appointed at the annual meeting of the mem-

bers of the Authority and may be the auditor or firm of auditors of the City or the University.

(3) The fiscal year of the Authority shall coincide with the fiscal year of the City and the Authority shall submit its annual audited statements to the Chamber, City and University.

(4) The Authority shall give the auditor such information and permit such inspections as are necessary to enable the audit to be carried out, and shall cause a certified statement of each audit, showing the receipts and expenditures of the Authority for the preceding fiscal year and investments, if any, held by the Authority at the time of the audit for that year, to be laid before the first meeting of the members of the Authority held after the completion of the audit.

Winding-up **17** In the event the Authority is wound up or otherwise ceases to carry on business the Authority's interest in any property, real or personal, shall vest in the University provided however that upon the sale or disposition by the University of any such property the proceeds from such sale or disposition shall be applied firstly in repaying the City any money that has been advanced by it to the Authority up to a maximum of \$1 250 000.

Limitation of liability **18** No action shall be brought against the University, its servants or agents or against any member of the Authority by reason of any loss or damage suffered by any person by reason of any act or omission of the Authority or any of its members on or in relation to lands the property of the University.

Coming into force **19** This Act comes into force on the day upon which it is assented to.