

1985 BILL PR 14

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Third Session, 20th Legislature, 34 Elizabeth II

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THE LEGISLATIVE ASSEMBLY OF ALBERTA

# **BILL PR 14**

**THE YOUTH EMERGENCY SERVICES FOUNDATION ACT**

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MR. ALEXANDER

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First Reading .....

Second Reading .....

Committee of the Whole .....

Third Reading .....

Royal Assent .....

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*Bill PR 14*  
*Mr. Alexander*

## **BILL PR 14**

1985

### **THE YOUTH EMERGENCY SERVICES FOUNDATION ACT**

*(Assented to , 1985)*

WHEREAS a petition has been presented by Dr. Sidney DeWaal, Richard Ogilvie, Alan Minue and Stephen Robson, all members of the Executive Committee of the board of directors of Y.E.S.S.: The Youth Emergency Shelter Society of Edmonton, praying for the incorporation of The Youth Emergency Services 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 Directors of the Foundation;
- (b) “Chairman” means the Chairman of the Board;
- (c) “Director” means Director of the Board;
- (d) “Executive Director” means a person who is from time to time appointed Executive Director of the Foundation;
- (e) “Foundation” means The Youth Emergency Services Foundation;
- (f) “Vice-Chairman” means the Vice-Chairman of the Board;

(g) "Y.E.S.S." means Y.E.S.S.: Youth Emergency Shelter Society of Edmonton.

Incorporation

**2(1)** Dr. Sidney DeWaal, Richard Ogilvie, Alan Minue and Stephen Robson are hereby created a body corporate with the name of "The Youth Emergency Services Foundation" composed of members described in accordance with the provisions of this Act.

(2) The Foundation is a continuing body notwithstanding any change or vacancy in its membership or its Board.

Management

**3(1)** The Board shall have direction and control over the conduct of the affairs of the Foundation and may delegate its power and authority as it may prescribe by by-law.

(2) The Executive Director, subject to the direction of the Board, is responsible for the daily administration and management of the affairs of the Foundation.

Objects

**4** The Foundation shall have the following objects:

(a) to receive gifts, donations, bequests, grants and other property from any source;

(b) to act as a charitable foundation;

(c) to promote services to troubled youth and their families and to help in overcoming crisis and dysfunction of troubled youth and their families;

(d) to promote community awareness of the problem of troubled youth and to encourage involvement in the resolution of those difficulties;

(e) to contribute funds as the Foundation may deem appropriate to other charitable organizations which have purposes similar to those outlined in clauses (c) or (d).

Powers

**5** Without limiting the generality of the general authority of section 4 and subject to section 6, the Foundation shall have the power:

(a) to appoint an Executive Director and such other employees as may be necessary to conduct the daily administration and management of the affairs of the Foundation;

(b) to acquire and hold any real or personal property or any estate or interest in real or personal property or any rights or privileges of any kind or nature and to alienate, sell, lease or dispose of any property, rights or privileges;

- (c) to engage the services of any bank, treasury branch, trust company or credit union and to enter into agreements for that purpose;
- (d) to engage the services of any stockbroker, investment counsellor, lawyer or any other person with respect to any matters relating to its objects or the exercise of its powers;
- (e) to make by-laws for the proper administration of the Foundation;
- (f) to enter into with any Government authority or person any agreement that the Foundation deems necessary or useful to fulfill its objects;
- (g) to make payments to charitable organizations and charities in accordance with the powers;
- (h) generally, to do or cause to be done all things necessary or incidental to the operation of a charitable foundation for purposes of achieving its objects.

Limitation of powers

**6(1)** Without the unanimous approval of the Board the Foundation shall not :

- (a) borrow any funds;
- (b) invest its funds or property in any investments unless those are investments permitted for trustees pursuant to the *Trustee Act*;
- (c) expend during any fiscal year for any purpose more than
  - (i) half of the receipts received by way of gifts, donations, bequests or grants during any fiscal year, and
  - (ii) all of the net income earned from its investments during any fiscal year after making adequate provisions for any losses that may have occurred during the fiscal year.

(2) Notwithstanding the above, the Foundation shall not infringe on its capital for the purpose of paying the management and administration of the Foundation or for making contributions to other charitable organizations.

Members and Board of Directors

**7(a)** The Foundation shall be composed of:

- (a) those persons named in section 1,
- (b) 3 members of the board of directors of Y.E.S.S. appointed by the board of directors of Y.E.S.S., and

	(c) 2 persons appointed by a majority vote of the persons who are members pursuant to clauses (a) and (b).
	(2) The members mentioned in subsection (1) shall constitute the Board.
Appointment and term of members	<p><b>8(1)</b> As soon as practically possible after this Act comes into force the members of the Foundation described in section 7(1)(b) and (c) shall be appointed.</p> <p>(2) The term of office of members of the Board shall be for the same period as the 3 office of director of Y.E.S.S. is held by those members of the Board who are also directors of Y.E.S.S.</p>
Vacancies	<p><b>9(1)</b> Any vacancy on the Board may be filled during the term for the remainder of the term by any appointment made by the remaining Directors.</p> <p>(2) A former member of the Board is eligible for reappointment as a Director.</p> <p>(3) Where a vacancy occurs in the membership in the Foundation for any cause other than expiration of the term for which the member was appointed, the remaining members shall appoint a successor to fill the vacancy for the remainder of the term.</p>
Non-profit operation	<p><b>10(1)</b> No payment shall be made to a person who is a Director in his capacity as Director.</p> <p>(2) The Foundation may contract with a Director to provide professional services other than the function of Director, and pay him for such services.</p>
Qualifications	<b>11</b> Any person over the age of 18 who would be qualified to be a director of a corporation pursuant to the <i>Business Corporations Act</i> shall qualify to hold the office as a Director.
Chairman and Vice-Chairman	<p><b>12(1)</b> At each annual meeting the members of the Foundation shall elect one of its members to act as Chairman and one of its members to act as Vice-Chairman.</p> <p>(2) The Chairman shall preside at meetings of the Foundation and in his absence, the Vice-Chairman.</p> <p>(3) In the absence of both the Chairman and Vice-Chairman, the Foundation may appoint one of its members to preside over the meeting.</p>
Quorum	<b>13</b> A majority of the members of the Board duly appointed shall constitute a quorum.
Seal	<b>14</b> The Foundation shall have a common seal.

Head office

**15** The head office of the Foundation shall be such location in the Province of Alberta as may be determined by the Board.

Audit and statement

**16(1)** The Foundation 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 who shall be appointed at the annual meeting of members of the Foundation.

(2) The fiscal year of the Foundation shall coincide with the fiscal year of Y.E.S.S.

(3) The Foundation shall give the auditor such information and permit such inspections as are necessary to enable the audit to be carried out, and shall cause an audited balance sheet and statement of revenue and expenditure of the Foundation for the preceding fiscal year and investments, if any, held by the Foundation for the preceding fiscal year and investments, if any, held by the Foundation at the time of the audit for the year, to be laid before the first meeting of the members of the Foundation held after the completion of the audit, and at the option of the Board may be published in a newspaper circulated in the City of Edmonton.

Charitable purpose

**17** Notwithstanding any other provisions herein, the Foundation:

(a) is established to operate exclusively for charitable purposes and no other purposes, and

(b) shall be operated without purpose of gain for its members and all accretions of the Foundation of any kind shall be used in promoting its objects.

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*In accordance with section 4(1) of the Interpretation Act, this Bill comes into force on the date it receives Royal Assent.*