

1987 BILL Pr 7

Second Session, 21st Legislature, 36 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL Pr 7

**CALGARY BEAUTIFICATION FOUNDATION
AMENDMENT ACT, 1987**

MR. STEWART

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

Bill Pr 7
Mr. Stewart

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1987

CALGARY BEAUTIFICATION FOUNDATION AMENDMENT ACT, 1987

(Assented to , 1987)

WHEREAS the Calgary Beautification Foundation was incorporated by chapter 119 of the Statutes of Alberta, 1970 and a petition has been received praying that the Act be amended; and

WHEREAS 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:

1 An Act respecting the Calgary Beautification Foundation is amended by this Act.

2 Section 2 is amended by striking out clause (d):

3 Sections 6, 7, 8, 9, 10, 11 and 12 are repealed and the following is substituted:

6(1) The Foundation shall be managed and administered by a Board of Directors of not less than 5 and not more than 11 members, provided that the Board may act pursuant to subsection (4) notwithstanding that it may consist of less than 5 members.

(2) Each member of the Board shall serve until

(a) his death or resignation;

Explanatory Notes

Preamble

1 This Bill will amend chapter 119 of the Statutes of Alberta, 1970.

2 Section 2(d) presently reads:

2 In this Act,

(d) “Nominators” means the Committee of Nominators constituted pursuant to this Act.

3 Sections 6, 7, 8, 9, 10, 11 and 12 presently read:

6(1) Subject to the provisions of section 7 hereof, the Board of the Foundation shall be nominated and appointed, in conformance with the provisions of this Act, by a Committee of Nominators, which shall be the persons from time to time holding the following offices:

(a) the President of the Calgary Chamber of Commerce;

(b) the President of the Labour Council of Calgary;

- (b) the expiry of the term, if any, of his appointment to the Board; or
 - (c) his removal by resolution of the Board.
- (3) In the event that a member of the Board is, in the opinion of the Board, temporarily unable to carry out his duties, the Board may by resolution appoint a temporary replacement and shall file a copy of the resolution with the Corporate Registry.
- (4) The Board may appoint new members to the Board, for a term of limited or unlimited duration, by resolution and shall file a copy of the resolution with the Corporate Registry.

7(1) The Board shall meet at least twice in each calendar year.

- (2) A quorum of the Board is the lesser of 3 members or a majority of the Board, in each case present in person.
- (3) The Board shall act by a majority of its members present at a meeting.
- (4) Each member of the Board shall have one vote.
- (5) A resolution in writing, signed in one instrument or in counterpart by all members of the Board without their meeting together, shall be as valid and effectual as if it had been passed at a meeting of the members of the Board duly called and constituted, and shall be deemed to relate back to any date therein stated to be the effective date thereof.

8 The powers of the Foundation are vested in and shall be exercised by the Board, and without restricting the generality of the foregoing, the Board may:

- (a) elect its own Chairman and Vice-Chairman, and appoint a Treasurer and a Secretary, or a Secretary-Treasurer, and such other officers and employees of the Foundation as it deems expedient, and may prescribe their respective duties, powers and authority, and may determine the tenure of each such office or the period of employment of each employee, and such officers and employees, other than the Chairman and Vice-Chairman need not be members of the Board;
- (b) fix and determine the remuneration of officers and employees of the Foundation, provided that members of the Board shall receive no compensation for their services except reasonable expenses;

(c) *the senior trial judge, resident in Calgary, of the Supreme Court of Alberta;*

(d) *the President of the then existing Board of Directors of the Foundation;*

(e) *the Vice-president of the then existing Board of Directors of the Foundation.*

(2) *In the event that any office holder as designated above refuses or is unable to carry out his duties as a member of the Committee of Nominators, or in the event that any such office ceases to exist, or becomes known by another name, or that any such office is reconstituted, the Board, by resolution unanimously approved, and with the approval of a two-thirds vote of the Nominators, may temporarily or permanently substitute for the offices named in the preceding subsection such other offices as may in their belief more nearly meet the original intent of this Act, and shall file a copy of such resolution as approved by the Nominators with the Registrar of Companies.*

7(1) *The first Board of Directors of the Foundation shall consist of the Petitioners named in this Act and shall possess all of the powers given to the Board of Directors hereunder and shall be governed by all of the provisions of this Act relating to the Board of Directors.*

(2) *Each member of the first Board shall serve for a term of two calendar years and thereafter subsequent Boards shall be nominated and appointed by the Committee of Nominators as provided in this Act.*

8(1) *The Committee of Nominators shall meet thereafter at least once in every two calendar years on the call of the President of the Board, and during the quarter within which the anniversary of their first meeting shall fall, for the purpose of nominating and appointing a new Board.*

(2) *The Committee may act by a majority of its members present at a meeting, but shall not act unless a majority of the Committee are present.*

(3) *Each member of the Committee shall have one vote.*

9(1) *The Foundation shall, subject to the provisions of this Act, be managed and administered by a governing board of not less than five and not more than eleven members, nominated and appointed by the Committee of Nominators from among men and women who in the opinion of such Nominators have evinced an interest in the welfare of the community, which shall be known as the Board of Directors of the Foundation.*

(c) use, invest or distribute all or any portion or portions of the funds which are available to it, according to the provisions of this Act;

(d) act by such committees of, or appointed by, the Board as it deems proper to constitute or appoint;

(e) make by-laws, resolutions, rules and regulations, not inconsistent with any of the provisions of this Act, touching or respecting any or all of the aforesaid powers of the Foundation or of the Board, and also in respect of all matters pertaining to the business, meetings and proceedings of the Board; and

(f) subject only to the provisions of this Act shall exercise in its full and absolute discretion, all powers and authority that under this Act are exercisable by the Foundation or the Board.

(2) *The Board may recommend to the Nominators an increase or decrease in the number of members of the Board, but the said Nominators shall have sole discretion to act or not act on such recommendation.*

10(1) *Each member of the Board shall serve for a term of two calendar years, except that when a member has been nominated and appointed to complete the unexpired portion of a previously serving member's term, he shall serve only for as many years as are required to complete such term.*

(2) *No member of the Board shall serve for more than ten continuous years; but any member who has so served shall be eligible for re-nomination and re-appointment after two year's absence from the Board, for a further period of five years.*

(3) *The term of office of members of the Board shall begin on the first day of May of the year of their appointment, and shall terminate on the last day of April of the year in which their term expires.*

(4) *The term of office of any member of the Board shall immediately terminate:*

(a) *upon his death, resignation, or removal from the Calgary District;*

(b) *upon his having served ten continuous years, or a total of fifteen years as a member of the Board;*

(c) *in the event of his absence without excuse acceptable to the Board from three consecutive meetings of the Board;*

(d) *by resolution of the Board, when in the opinion of the Board, a member is guilty of gross misconduct; or*

(e) *by resolution of the Board, because of incapacity for any cause which in the opinion of the Board may prevent him from discharging his duties for nine months or more.*

(5) *Upon any vacancy occurring in the Board the Chairman of the Board shall notify the Chairman of the Committee of Nominators.*

(6) *The Chairman of the Committee of Nominators may call a special meeting of the Nominators to nominate and appoint a suitable person to fill such vacancy for the unexpired portion of the term, and shall call a special meeting for such purpose if the numbers of the Board have by such vacancy fallen below a majority of the full Board.*

11(1) *The Board shall meet at least once in each calendar year.*

(2) *The Board shall act by a majority of its members present at a meeting, but shall not act unless a majority of the Board are present.*

(3) *Each member of the Board shall have one vote.*

(4) *A resolution in writing, signed in one instrument or in counterpart by all the members of the Board without their meeting together, shall be as valid and effectual as if it had been passed at a meeting of the members of the Board duly called and constituted, and shall be deemed to relate back to any date therein stated to be the effective date thereof.*

12 *The powers of the Foundation are vested in and shall be exercised by the Board, and without restricting the generality of the foregoing, the Board may:*

(a) *elect its own President and Vice-president, and appoint a Treasurer and a Secretary, or a Secretary-Treasurer, and such other officers and employees of the Foundation as it deems expedient, and may prescribe their respective duties, powers and authority, and may determine the tenure of each such office or the period of employment of each such employee; and such officers and employees, other than the President and Vice-president of the Board, need not be members of the Board;*

(b) *fix and determine the remuneration of officers and employees of the Foundation, provided that members of the Board shall receive no compensation for their services except reasonable expenses;*

(c) *use, invest or distribute all or any portion or portions of the funds which are available to it, according to the provisions of this Act;*

(d) *act by such committees of, or appointed by, the Board as it deems proper to constitute or appoint;*

(e) *make by-laws, resolutions, rules and regulations, not inconsistent with any of the provisions of this Act, touching or respecting any or all of the aforesaid powers of the Foundation or of the Board, and also in respect of all matters pertaining to the business, meetings and proceedings of the Board; and*

(f) *subject only to the provisions of this Act, shall exercise in its full and absolute discretion all powers and authority that under this Act are exercisable by the Foundation or the Board, saving such as are vested in the Committee of Nominators.*

4 *Section 22(1) is amended by striking out “the Registrar of Companies” and substituting “the Corporate Registry”.*

5 *Section 23 is amended*

(a) by striking out “the Registrar of Companies” and substituting “ the Corporate Registry”, and

(b) in clause (c) by striking out “the Registrar” and substituting “the Corporate Registry”.

6 *Upon the commencement of this Act the Board of Directors of the Calgary Beautification Foundation shall consist of Clifford M. Black, retired, Norman N. Green, executive, Daniel P. McCullough, executive, William G. Milne, architect, Arthur R. Smith, executive and Stanley C. Waters, executive, all of the City of Calgary.*

4 Section 22(1) presently reads:

22(1) The Foundation shall cause an audit to be made at least once in every fiscal year of the receipts and disbursements of the Foundation, by an independent auditor, and shall file with the Registrar of Companies a certified statement by such auditor showing the investments made of all funds donated to and invested in trustees for the Foundation, the amount of income received during the preceding fiscal year, and the purpose for which the income has been used, and a classified statement of the expenses of the trustees and of the Board.

5 Section 23 presently reads:

23 The Secretary of the Board shall, once in each calendar year, file with the Registrar of Companies the following:

- (a) a statement in the form of a balance sheet, audited and signed by the Foundation's auditor, and containing general particulars of its liabilities and assets, revenue and expenditure;*
- (b) a list of members for the time being of the Board, with their addresses and occupations; and*
- (c) a copy of any resolution made in the preceding year required by this Act to be filed with the Registrar.*

6 This ensures the proper appointment of the first board of directors under the amended provisions.