

1988 BILL Pr 7

Third Session, 21st Legislature, 37 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL Pr 7

**THE ALBERTA CONFERENCE OF THE
SEVENTH-DAY ADVENTIST CHURCH ACT**

MR. OLDRING

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

Bill Pr 7
Mr. Oldring

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THE ALBERTA CONFERENCE OF THE SEVENTH-DAY ADVENTIST CHURCH ACT

(Assented to , 1988)

Preamble

WHEREAS the Alberta Conference Corporation of the Seventh-day Adventists was incorporated in 1906 under chapter 66 of the Consolidated Ordinances of the North-West Territories of Canada; and

WHEREAS the Corporation later became incorporated by an Act of the Legislature of this Province, being chapter 71 of the Statutes of Alberta, 1925 which was amended by chapter 103 of the Statutes of Alberta, 1965; and

WHEREAS by its petition the Corporation has prayed that it be enacted as herein set forth 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) "Church" means the Seventh-day Adventist Church;

(b) "Corporation" means the corporation continued pursuant to section 2.

Incorporation and
change of name

2(1) The Alberta Conference Corporation of the Seventh-day Adventist Church is hereby continued as a corporation under the name "The Alberta Conference of the Seventh-day Adventist Church".

(2) The membership of the Corporation shall be those members of the Church as described in the by-laws of the Corporation.

Head office

3 The head office of the Corporation shall be located in the County of Red Deer, in the Province of Alberta, or in such other place in Alberta as may from time to time be designated by the by-laws of the Corporation.

Objects

4 The objects of the Corporation are as follows:

(a) to teach the everlasting gospel of the Lord Jesus Christ, and His imminent return as symbolized by the three angels of Revelation 14, and to lovingly persuade all people to become His disciples and vibrant members of the Seventh-day Adventist Church;

(b) to co-ordinate a Christian ministry including, but not limited to, pastoral, teaching, literature and health ministries.

Powers

5(1) The Corporation has the power to govern the affairs of the Church in Alberta.

(2) The Corporation has the capacity and, subject to this Act, the rights, powers and privileges of a natural person.

(3) The Corporation shall have power to sell, convey, exchange, alienate, mortgage, lease or demise any interest in land held by the Corporation, and the Corporation may also from time to time invest all or any of its funds, and funds held on deposit, and personal property which may be vested in or acquired by the Corporation for its purposes in any mortgage, security of land or in other securities, including those relating to any venture whose primary purpose is the support of the purposes of the Corporation, and for the purposes of such investment may take, receive and accept a mortgage or mortgages, bonds or debentures or securities or promissory notes, or any assignment thereof in its own corporate name and shall have and enjoy the same powers and rights of sale and foreclosure, action

and suit upon and for the purposes of enforcing them as a natural person, and may sell, grant, assign and transfer such mortgages, securities or any of them to any person, company or body capable of receiving any assignment thereof and may release and discharge such mortgages or any of them either wholly or partly.

(4) The Corporation may exercise any activity that may help it to carry out its objectives and maintain its institutions and may bargain and sell products of its activities.

Borrowing
powers

6(1) The Corporation shall have the power to borrow, establish banking or similar arrangements, and otherwise engage the credit of the Corporation in furtherance of or incidental to its objects.

(2) Every contract, agreement, engagement or bargain made and any bill of exchange drawn, accepted or endorsed, and every promissory note made or endorsed and ever cheque made, drawn or endorsed on behalf of the Corporation by any agent, officer or servant of the Corporation in general accordance with his powers as such under the by-laws shall be binding upon the Corporation and in no case shall it be necessary to have the seal of the Corporation affixed to any contract, agreement, or engagement, bargain, bill of exchange, promissory note or cheque, or to prove that the same was made, drawn, accepted or endorsed as the case may be, in pursuance of any special by-law or special vote or authority as agent, officer or servant of the Corporation be thought subjected individually to any liability whatsoever in respect of it.

By-laws

7 The Corporation may by by-law:

- (a) set and adopt policies for the efficient administration of the affairs of the Church;
- (b) set and adopt policies for the governance of membership in the Church;
- (c) provide for the calling of regular and special meetings of members and delegates of members, and of any special boards and committees and fix the quorums and establish the procedures for such meetings;

- (d) provide for the voting rights of members and delegates of members at meetings of the Corporation and in elections of delegates of members to meetings of the Corporation;
- (e) provide for officers, agents and employees of the Corporation, including their titles, duties, methods of appointment, remuneration and reimbursement of expenses;
- (f) provide for a fiscal year and for the appointment of an auditor to audit the accounts of the Corporation;
- (g) create and provide for the powers of an Executive Committee to manage the affairs of the Corporation;
- (h) provide generally for the carrying out of the objects of the Corporation.

Executive
Committee

8(1) The Corporation may exercise all its powers by and through an Executive Committee established by the by-laws or such other bodies or committees as the Corporation may from time to time appoint by resolution for the management of all or any of the property or affairs of the Corporation.

(2) The Executive Committee of the Corporation shall consist of those persons who are from time to time designated in the by-laws of the Corporation.

Grievance
procedure

9 All past, present and future complaints, grievances, disputes, or charges shall be determined and settled as set forth in the by-laws and Church policies, adopted from time to time, and such complaints, grievances, disputes, and charges, shall be within the sole and absolute jurisdiction of the Executive Committee without appeal except as may be provided in the by-laws and Church policies and such determination or settlement shall be in the sole opinion of the Executive Committee as to what is in the best interest of the peace, harmony and goodwill of the Church.

Maintenance of
records

10(1) The Corporation shall prepare and maintain records containing:

- (a) this Act;

(b) its by-laws and Church policies governing the affairs of the Corporation.

(2) The Church shall prepare and maintain adequate accounting records.

(3) Any member of the Church may examine the records referred to in subsection (1) during normal business hours.

No personal
benefit

11 No part of the income of the Corporation shall be payable or otherwise available for personal benefit of any member except as provided for in section 7(e).

Vesting of
property; transfer

12(1) All property, real or personal, within the Province of Alberta, belonging to or held in trust for or to the use of the Corporation, shall upon the coming into force of this Act be vested in the Corporation to be held, used and administered subject to the provisions of this Act.

(2) Upon presentation to the Registrar of any Alberta Land Registration District of any transfer or other instrument whereby any land or interest in land standing in the name of the Alberta Conference of Seventh-day Adventists or the Alberta Conference Corporation of the Seventh-day Adventist Church is transferred to the Corporation hereby created, the Registrar may without fee or charge therefor do all things necessary to vest the land or interest therein in the name of the Corporation, subject to any encumbrances or charges as may be registered.

Bequests

13 The Corporation shall have the power to solicit for and receive bequests, devises and donations of every kind and description and to otherwise raise funds for the purposes of the Corporation together with the power, in the sole discretion of the Executive Committee, to refuse to accept any bequest, devise or donation.

Conditional
bequests

14 If any property is received by the Corporation subject to any conditions imposed by the donor of that property, the Executive Committee shall give effect to and observe those conditions.

Power to convert

15 If not in contravention of an express term of the bequest, devise or donation under which it is received, the Corporation may convert any property at any time received or held by it into any other form and for such purpose to dispose of or otherwise deal with it.

Trust may be altered by the court

16 Where any trust which has been administered by the Corporation cannot be further administered by the Corporation by reason of the object of the trust having ceased to exist or by reason of it having become substantially incapable of performance, the Corporation may apply to a judge of the Court of Queen's Bench for an order directing that the property subject to the trust be used by the Corporation for such alternate charitable activities as the judge may direct.

Donation to take effect in the future

17 Where a donation is made to the Corporation, in trust, of any property to take effect in the future, the Executive Committee is empowered to accept and exercise any powers of appointment, settlement or distribution with respect to all or a portion of the income derived from it in the interim, together with the power to nominate executors and trustees in the manner provided in the instrument creating the trust.

Transfer of property held in trust

18 Any person in whose name any property, real or personal, is held, in trust or otherwise, for the uses and purposes of the Corporation, or any such person to whom any such property devolves, may, subject always to the terms and conditions of any trust relating to the property, transfer the property or any part of it to the Corporation.

Distribution of property

19 If upon the winding up or dissolution of the Corporation there remains after satisfaction of all its debts, liabilities and obligations, any property or assets, the property or assets shall not be paid or distributed generally among the members, but shall be paid or transferred to the Seventh-day Adventist Church in Canada, or its legal successor, or in the event the organization or a legal successor to it no longer exists or does not wish to receive the property or assets, to such other charitable organization in Canada the objects of which, in the opinion of the Executive Committee of the Corporation, most closely resemble those of the Corporation.

Repeals SA 1925, c71

20 *An Act respecting The Alberta Conference Association of Seventh Day Adventists is repealed.*