
1989 BILL Pr7

First Session, 22nd Legislature, 38 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL Pr7

THE CALGARY FOUNDATION ACT

MR. NELSON

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

Bill Pr7
Mr. Nelson

BILL Pr7

1989

THE CALGARY FOUNDATION ACT

(Assented to , 1989)

WHEREAS the Calgary Community Foundation was incorporated by *The Calgary Community Foundation Act* being chapter 81 of the Statutes of Alberta, 1955, which was amended by chapter 98 of the Statutes of Alberta, 1973;

WHEREAS *The Calgary Foundation Act* was passed as chapter 83 of the Statutes of Alberta, 1981.

WHEREAS the Foundation has presented a petition praying 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:

1 The Calgary Foundation Act is amended by this Act.

2 Section 3 is struck out and the following is substituted:

3 The objects of the Foundation are to use the funds entrusted to it for such educational, recreational, cultural and benevolent purposes as are charitable and which will, in the sole discretion of the Board, most effectively assist, encourage and promote the well-being of mankind, primarily the inhabitants of the Calgary district, regardless of race, national origin, colour or religion.

Explanatory Notes

1 This Bill will amend chapter 83 of the Statutes of Alberta, 1981.

2 Section 3 presently reads:

The objects of the Foundation are to use the funds entrusted to it for such charitable, educational, recreational, cultural and benevolent purposes as will, in the sole discretion of the Board, most effectively assist, encourage and promote the well-being of mankind, primarily the inhabitants of the Calgary district, regardless of race, national origin, colour of religion.

3 *Section 11 is amended by adding the following at the end of it:*

(6) A resolution in writing signed by all members of the Board either in counterpart or otherwise is as valid as if it had been passed at a meeting of the Board or a Committee of the Board.

4 *Section 12 is amended:*

(a) by renumbering it as subsection (1); and

(b) by adding the following after subsection (1):

(2) The Board shall have and shall be deemed always to have had the power to pass by-laws authorizing the Board to enter into an agreement with any member or officer of the Foundation, or any person who acts or has acted at the Foundation's request as a director or officer of the Foundation indemnifying such person, his heirs and legal representatives against all costs charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a member or officer if

(a) such member or officer acted honestly and in good faith with a view to the best interests of the Foundation, and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the member or officer had reasonable grounds for believing that his conduct was lawful.

(3) The Foundation may indemnify a person referred to in subsection (2) in respect of an action by or on behalf of the Foundation to procure a judgment in its favour, to which he is made a party by reason of being or having been a director or an officer of the Authority, against all costs, charges and expenses reasonably incurred by him in connection with the action if he fulfills the conditions set out in subsections (2)(a) and (b).

(4) Notwithstanding anything in this section, a person referred to in subsection (2) is entitled to indemnity from the Foundation in respect of all costs, charges and expenses reasonably incurred by him in connection with the defence of any civil, criminal or administrative action or proceedings to which he is

3 New subsection authorizes resolutions in writing.

4 New subsections provide additional powers to the Board respecting the indemnification of directors and officers.

Section 12 presently reads:

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 Chairman and one or more Vice-Chairman from among its members;

(b) appoint an Executive Director, Treasurer, Secretary or 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;

(c) fix and determine the remuneration of officers and employees of the Foundation, subject to section 11(5);

(d) establish such committees of Board members as it deems proper to establish;

(e) make by-laws, resolutions, rules and regulations not in consistent 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) open and operate and account with any bank or trust company and deposit in it such funds as may be required from time to time to pay the costs of administering the affairs of the Foundation and to pay the costs from the account.

made a party by reason of being or having been a director or officer of the Foundation, if the person seeking indemnity:

- (a) was substantially successful on the merits in his defence of the action or proceeding,
- (b) fulfills the conditions set out in subsection (2)(a) and (b), and
- (c) is fairly and a reasonably entitled to indemnity.

(5) The Foundation may purchase and maintain insurance for the benefit of any person referred to in subsection (2) against any liability incurred by him

- (a) in his capacity as a director or officer of the Foundation except when the liability relates to his failure to act honestly and in good faith with a view to the best interests of the corporation, or
- (b) in his capacity as a director or officer of another body corporate if he acts or acted in that capacity at the Authority's request, except when the liability relates to his failure to act honestly and in good faith with a view to the best interest of the body corporate.

(6) The Foundation or a person referred to in subsection (2) may apply to the Court for an order approving an indemnity under this section and the Court may so order and make any further order it thinks fit.

(7) A director is not liable for any breach of duty to the Foundation if he relies in good faith on

- (a) financial statements of the Foundation represented to him by an officer of the Foundation or in a written report of the auditor of the Foundation fairly to reflect the financial condition of the corporation, or
- (b) an opinion or report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by him.

