

1991 BILL PR1

Third Session, 22nd Legislature, 40 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL PR1

ALBERTA HOME BUILDERS GRADUATE
INSTITUTE ACT

MR. PAYNE

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

Bill PR1
Mr. Payne

BILL PR1

1991

ALBERTA HOME BUILDERS GRADUATE INSTITUTE ACT

(Assented to , 1991)

WHEREAS a petition has been presented praying for the incorporation of the Alberta Home Builders Graduate Institute as a teaching institution and guild school for the promotion of education and professionalism of the new home building industry in the Province of Alberta, 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 Alberta Home Builders Graduate Institute;

(b) "Chairman" means the Chairman of the Board;

(c) "Director" means Director of the Board;

(d) "The Institute" means the Alberta Home Builders Graduate Institute;

Incorporation

2 Robert Thomas, Jay Westman, Dennis Little, Gary Mummery, Lawrence Kelly, all of the City of Calgary, Steve Scott of the City of Red Deer, and Wayne Berg of the City of Edmonton, in the Province of Alberta, and such other persons as are from time to time appointed to be members of the board, are hereby constituted and established a body corporate under the name of "Alberta Home Builders Graduate Institute".

Objects

3 The objects of the Institute are:

(a) to promote, manage, administer and operate an ongoing educational program for professional home builders in the Province of Alberta to enable them to provide to the public of Alberta a professional home building industry which will be up to date in advances and ongoing challenges of the technology of workmanship and materials and the intellectual property required to keep abreast of rapid changes and improvements in the industry;

(b) to work actively with educational institutions throughout the Province of Alberta to provide the most highly qualified sources of information to professional Alberta home builders as they may develop at the present time or in the future;

(c) to promote, encourage and assist professional home builders in the Province of Alberta to increase and improve their qualifications and education on an on-going basis to meet the challenges of the industry in the future;

(d) to provide information and educational services to the members of the company and to coordinate their on-going education and supporting material between various educational institutions in the Province of Alberta;

(e) to provide and distribute by way of publication all literature, films, brochures, tape recordings or other communications both written and verbal of all kinds which will educate, advance and assist the aims and objectives of the company in serving its members;

(f) to do all other such lawful things as are incidental or conducive to the attainment of any of the above objects and generally to support and engage in any worthy objects or projects providing such objects and projects which are deemed to be the educational benefit of the members.

Non-profit

4(1) All of the property and the revenues of the Institute shall be devoted to promoting its objects and no part of the property or revenues of the Institute shall be distributed to, or otherwise made available to the personal benefit of any member thereof except pursuant to subsections (3) and (4).

(2) If upon the winding up or dissolution of the Institute there remains, after satisfaction of all its debts, liabilities and obligations, any property or assets whatsoever, the same shall not be paid or distributed generally among the members, but shall be paid or transferred to such other organizations in Canada the objects of which, in the opinion of the Board, most closely resemble those of

the Institute.

(3) The Institute may contract with a member of the Board or a Director to provide professional services other than the function of a Director and pay him for such services.

(4) The Institute may reimburse a member of the Board or a Director for his actual and reasonable expenses, incurred in carrying out the duties of the same.

Powers

5 The Institute

(a) may borrow, raise or secure the payment of money for any of the purposes of the Institute in such manner as it deems expedient;

(b) may engage the services of any bank, treasury branch, trust company or credit union and enter into agreements for that purpose;

(c) may proceed to invest the property or portions thereof of the Institute in investments as the Board may from time to time deem advisable;

(d) generally, excepting for its restrictions as a non-profit corporation, the Institute has the capacity and the rights, powers and privileges of a natural person.

Membership

6 Membership in the Institute shall be subject to the following limitations, restrictions and prohibitions, namely:

(a) Members shall be limited to members in good standing of the Alberta Home Builders Association or the New Home Warranty Program of Alberta and any invitation to the public to become members or to subscribe for debentures of the company is prohibited;

(b) The number of the members of the Institute is limited to 50 or less (exclusive of the persons who are in the employment of the company and of persons who having been formerly in the employment of the company, were while in that employment and have continued after the determination of that employment, to members of the company);

(c) Any transfer of the membership or interest of a member in the company is prohibited.

Board of Directors

7(1) The Institute shall be managed and administered by a governing Board of Directors of not less than 4 Directors or more

than 15 Directors, the first of which shall be the persons named in section 2, and such other persons as may be named in place of, or in addition to them.

(2) The Board of Directors shall be appointed:

(a) as to 2 Directors by the Calgary Home Builders Association;

(b) as to 2 Directors by the Edmonton Home Builders Association;

(c) as to 2 Directors by the New Home Warranty Program of Alberta;

(d) as to 1 Director by the Alberta Home Builders Association;

(e) additional Directors up to a maximum of 15 Directors, including the foregoing, by a majority vote of the Directors of the Board at a meeting called for that purpose.

(3) Not later than April 1st in each year one half of the Directors appointed under subsection (2) (a), (b), (c), (d), and (e) shall retire and be replaced.

(4) The term of office for a Director shall be 2 years.

(5) No person shall be elected as a Director for more than 2 consecutive 2-year terms.

By-laws: Procedure

8(1) The Board shall, by by-law, prescribe the terms of office and method of election, appointment, replacement, disqualification and retirement of members of the Board and the procedure to be followed by the Board, subject to the provisions of this Act.

(2) The Board may elect from among its membership a chairman, vice-chairman and secretary and may from time to time by majority vote replace any of them.

(3) Each member of the Board shall have one vote except the member acting as chairman of the board who shall cast a vote only if there is a tied vote on a resolution.

Vacancies

9 Any vacancy of the Board for any cause other than expiration of the term of appointment shall be filled for the remainder of the term by an appointment made by resolution of the remaining Directors.

Powers of the Board

10 The conduct, management and control of the Institute and its property, revenues, business and affairs are vested in the Board and the Board has all the powers necessary or convenient to perform its duties and achieve the objects and purposes of the Institute, including, without limiting the generality of the foregoing, the power:

(a) to appoint, remove and to fix the number, duties, salaries and other benefits of the teaching staff and any supportive administrative staff and any other employees, servants or agents;

(b) to make rules governing the educational policy, the admission of students, the curriculum, the issuance of diplomas and certificates to graduates entitling them to the designation of "Master Builder" or any other similar designation determined by the Institute and any other matter whatsoever in connection with the operation of the Institute;

(c) to appoint an executive committee and such other committee of the Board as it deems advisable and to delegate to any such committee any of its powers, except its power to make by-laws and orders;

(d) to make such by-laws and orders as are deemed necessary for the management of the affairs of the Institute and from time to time to amend, alter or repeal those by-laws and orders, or any of them, as the Board deems it fit and proper.

Quorum

11 A majority of the Directors shall constitute a quorum of the Board.

Head office

12 The head office of the Institute shall be at the City of Calgary, in the Province of Alberta, or at such other location as from time to time determined by the Board.

Records

13(1) The Board shall maintain the records of the Institute according to its by-laws, a list of the members of the Institute and of the Board and adequate accounting records.

(2) The records referred to in subsection (1) shall be kept at the head office of the Institute and the Board shall permit any person to inspect them during normal business hours and provide a copy thereof, upon payment of a reasonable fee.

Audit and statement

14(1) The Board shall cause financial statements to be prepared of its accounts at least once in each fiscal year by an independent accounting advisor, who shall be a qualified chartered accountant and who shall be appointed annually by the Board.

(2) The fiscal year of the Institute shall be from and to June 30th.

Application of
labour law

15 The Labour Relations Act and the Employment Standards Act do not apply to the Board or the professors, associate professors, assistant professors, lecturers, instructors, teachers and any other academic members of the Institute.

General laws

16 The powers herein granted shall be subject to the general laws not or hereafter in force in the Province of Alberta.

CONSEQUENTIAL AND COMMENCEMENT

Registration

17 Upon Proclamation, a certified copy of this Act shall be filed with the Corporate Registry of the Department of Corporate and Consumer Affairs which shall open and maintain a file containing:

(a) the address of the registered office and records office of the Institute within the Province of Alberta;

(b) the names and addresses of the Directors and Officers of the Institute;

(c) Annual Returns to be filed by the Institute on each anniversary date of the Proclamation of this Act containing the above corporate information.

Transfer of assets

18 Upon Proclamation all assets and business of the Institute including copyright, real and personal assets of all kinds or any interest therein, shall be transferred to and vest the Institute as incorporated under this Act.

Status of former
incorporation

19 The former incorporation of the Institute under Part 9 of the Companies Act shall be deemed to become inactive upon Proclamation of this Act.

Coming into force

20 This Act comes into force on Proclamation.