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THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL 25

MICHENER CENTRE ACT

THE MINISTER RESPONSIBLE FOR SENIORS

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

BILL 25

1992

MICHENER CENTRE ACT

(Assented to , 1992)

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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 Management of Michener Centre;
- (b) "Corporation" means the Michener Centre Corporation;
- (c) "Foundation" means the Michener Centre Foundation;
- (d) "Michener Centre" means the Michener Centre Facility;
- (e) "Minister" means the member of the Executive Council charged by the Lieutenant Governor in Council with the administration of this Act.

PART 1

MICHENER CENTRE

Centre's purpose

2 The purpose of the Michener Centre Facility is to provide residential care to developmentally handicapped individuals.

Corporation established

3(1) The Michener Centre Corporation is hereby established as a corporation consisting of the members of the Board of Management of Michener Centre.

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

Board
members

4(1) The Board shall consist of not fewer than 5 but not more than 12 persons appointed as members by the Lieutenant Governor in Council.

(2) A member holds office for a term of not more than 3 years and is eligible for reappointment.

(3) Notwithstanding subsection (2), a member continues to hold office after the expiry of that member's term of office until the member is reappointed, a successor is appointed or a period of 3 months has expired, whichever occurs first.

(4) The Lieutenant Governor in Council may establish the rate of remuneration and the subsistence and travelling expenses to be paid to the members of the Board.

Chair, vice-
chair

5 The Lieutenant Governor in Council shall designate one of the members of the Board to be the chair of the Board and one of the members of the Board to be the vice-chair of the Board.

Rollovers

6(1) When this Act comes into force,

- (a) the records related to any resident of Michener Centre and records related to the operation and management of Michener Centre are transferred to the Corporation,
- (b) subject to subsection (2), any agreement entered into by the Crown that relates to the operation and management of Michener Centre is binding on the Corporation, as far as practicable, as though the Corporation had replaced the Crown as a party to the agreement,
- (c) subject to the *Limitation of Actions Act*, all rights of action and actions by or against the Crown in right of Alberta may be continued or maintained by or against the Corporation if the cause of action arose with respect to Michener Centre and relates to the operation or management of Michener Centre, and
- (d) all assets, excluding real property, and all liabilities, rights, duties, functions and obligations of the Crown in respect of Michener Centre are vested in the Corporation and may be dealt with in its own name.

(2) The Minister may, by order, exempt any agreement from the operation of subsection (1)(b).

(3) If a question arises as to whether

- (a) a record is one to which subsection (1)(a) applies,
- (b) a right of action or action is one to which subsection (1)(c) applies, or
- (c) an asset, liability, right, duty, function or obligation is one to which subsection (1)(d) applies,

the Minister shall decide the question.

Board's
objects

7 The objects of the Board are to administer the operation of Michener Centre in a manner that

- (a) ensures that every resident enjoys the highest possible quality of life;
- (b) ensures that residents are given options in all aspects of daily living and the opportunity to exercise, to the fullest extent possible, individual choice;
- (c) encourages and provides opportunities to residents to develop their maximum personal potential and independence in the least restrictive living environment possible;
- (d) enhances opportunities for meaningful interaction between residents, family members and the community at large;
- (e) facilitates consultative partnerships with government departments and community agencies to ensure effective quality care;
- (f) ensures a continual assessment of services in response to the changing needs of residents and the community at large.

Board's
powers

8(1) The Board may, on behalf of the Corporation,

- (a) acquire, hold and manage and dispose of real and personal property;

- (b) provide the equipment and supplies necessary for the operation of Michener Centre;
- (c) make available to the residents of Michener Centre the necessary services and facilities for proper care;
- (d) hire employees and fix their salary and remuneration and prescribe their duties and the conditions of their employment;
- (e) enter into a contract with any person in relation to any matter pertaining to the objects of the Board;
- (f) pay remuneration and subsistence and travelling expenses to the members of the Board in accordance with the rates established by the Lieutenant Governor in Council;
- (g) establish, maintain or close accounts with any bank, treasury branch, credit union or trust corporation;
- (h) enter into overdraft or line of credit arrangements with a bank, treasury branch, credit union or trust corporation for the purpose of meeting its obligations as they come due;
- (i) do all things necessary to carry out the duties and functions of the Corporation and exercise the powers of the Corporation;
- (j) do all other things necessary to carry out the objects of the Board.

(2) Except as provided by regulation, the Board may not transfer any property to the Foundation.

Executive
director

9(1) The Corporation may appoint an executive director for the operation of Michener Centre.

(2) The appointment of the executive director is subject to the approval of the Minister.

(3) The Board shall assign the duties of the executive director.

Quorum

10 The quorum of the Board is the number of members prescribed in the by-laws.

Reports to the Minister	<p>11(1) A copy of the minutes of each meeting of the Board shall be forwarded to the Minister.</p> <p>(2) The annual estimate of expenditures prepared by the Board shall be forwarded to the Minister following its completion.</p>
By-laws	<p>12(1) The Board may make by-laws</p> <p>(a) respecting the conduct of the business and affairs of the Board;</p> <p>(b) prescribing the number of members that constitutes a quorum.</p> <p>(2) The Board shall provide the Minister with copies of its by-laws.</p> <p>(3) Members of the public may inspect the by-laws of the Board during regular business hours and, on payment of the fee prescribed by the by-laws, they may receive copies of the by-laws.</p>
Fiscal year	<p>13 The fiscal year of the Corporation is the period commencing on April 1 in one year and ending on March 31 in the next year.</p>
Annual report	<p>14(1) The Corporation shall, as soon as practicable after the end of each fiscal year, provide the Minister with a report that contains its audited financial statements and summarizes the business and affairs of the Corporation during the preceding fiscal year.</p> <p>(2) The Minister shall lay a copy of the report before the Legislative Assembly if it is sitting or, if it is not sitting, within 15 days after the commencement of the next sitting.</p>
Not agent of the Crown	<p>15 The Corporation is not an agent of the Crown.</p>
Hospitals Act does not apply	<p>16 Notwithstanding anything in the <i>Hospitals Act</i>, Michener Centre is not considered to be a hospital for the purposes of that Act.</p>

PART 2

FOUNDATION

Foundation
established

17(1) The Michener Centre Foundation is hereby established as a corporation that consists of the persons who are the trustees of the Foundation.

(2) The following persons are the trustees of the Foundation:

- (a) the chair of the Board;
- (b) 2 members appointed as trustees by the Lieutenant Governor in Council from a list of nominees submitted by the Board;
- (c) 2 persons appointed as trustees by the Lieutenant Governor in Council who are residents of Alberta but are not members of the Board or employees of the Corporation.

(3) A trustee who holds office under subsection (2)(b) or (c) holds office for a term of not more than 3 years and is eligible for reappointment.

(4) Notwithstanding subsection (3), a trustee continues to hold office after the expiry of that trustee's term of office until the trustee is reappointed, a successor is appointed or a period of 3 months has expired, whichever occurs first.

Purpose

18 The purpose of the Foundation is

- (a) to solicit and receive real or personal property by gift, transfer or any other means, and
- (b) subject to any prior trust conditions imposed on the use of the property, to hold, use and administer the property generally to maintain and enhance the care of the residents of Michener Centre and, in particular, to finance or assist in the financing of the construction, renovation, repair, equipping, operation and management of Michener Centre.

Powers

19 The Foundation has the capacity and, subject to the regulations, the rights, powers and privileges of a natural person.

Transfer of property to Corporation	20 The Foundation may, subject to any prior trust conditions, transfer any of its property to the Corporation on any terms that it considers expedient.
Chair	21 The trustees shall appoint a chair of the Foundation from among themselves.
Meetings	22 The trustees shall meet at least once a year on a date which, unless fixed by the by-laws, shall be fixed by the chair of the trustees.
By-laws	<p>23(1) The trustees may make by-laws governing the procedure and business of the Foundation, including the expenses referred to in section 24(2).</p> <p>(2) A by-law made under subsection (1) is not effective until it is approved by the Minister.</p> <p>(3) Members of the public may inspect the by-laws of the Foundation during regular business hours and, on payment of the fee prescribed by the by-laws, they may receive copies of the by-laws.</p>
Payments to trustees	<p>24(1) Subject to subsection (2), the payment of any dividend or remuneration out of the fund of the Foundation to any of the trustees is prohibited.</p> <p>(2) Trustees may be reimbursed out of the fund of the Foundation for the travelling and living expenses provided for in the by-laws that are necessarily incurred by them in the performance of their duties.</p>
Foundation's fund	<p>25(1) The Foundation shall establish a fund.</p> <p>(2) Money received by the Foundation from any source must be deposited into its fund.</p> <p>(3) The income of the fund accrues to and forms part of the fund.</p> <p>(4) Expenditures and grants made by the Foundation must be paid from the fund.</p>

- Fiscal year** **26** The fiscal year of the Foundation is the period commencing on April 1 in a year and ending on March 31 in the next year.
- Annual report** **27(1)** At the end of the fiscal year the Foundation shall prepare and submit to the Minister an annual report, which shall include the audited financial statements and any other statements and reports that the Minister may require.
- (2)** The Minister shall lay a copy of the report before the Legislative Assembly if it is sitting and, if it is not sitting, within 15 days after the commencement of the next sitting.
- Not trust corporation** **28** Notwithstanding anything in the *Loan and Trust Corporations Act*, the Foundation is not considered to be a trust corporation for the purposes of that Act.
- Winding-up** **29** In the event of the winding-up of the Foundation, the property of the Foundation shall be used
- (a) first, in the payment of any costs incurred in the winding-up of the Foundation,
- (b) second, in the discharge of all liabilities of the Foundation, and
- (c) third, to give effect, as far as possible, to any outstanding applicable trust conditions,
- and the balance, if any, shall be disposed of in accordance with the regulations.
- Crown agent** **30** The Foundation is an agent of the Crown.

PART 3

GENERAL

- Regulations** **31** The Lieutenant Governor in Council may make regulations
- (a) restricting and regulating the powers of the Corporation and the Board;
- (b) respecting the winding-up of the Corporation;

- (c) prohibiting or regulating the disposition of property held by the Corporation;
- (d) respecting the types and amounts of property that the Board may transfer to the Foundation and the circumstances under which the property may be transferred;
- (e) restricting and regulating the powers of the Foundation;
- (f) respecting the investment of the Foundation's fund;
- (g) respecting the winding-up of the Foundation;
- (h) providing for any other matter necessary for or incidental to the carrying out of the intent of this Act.

Coming into
force

32 *This Act comes into force on Proclamation.*