

1992 BILL Pr 6

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THE LEGISLATIVE ASSEMBLY OF ALBERTA

# BILL Pr 6

ROCKY MOUNTAIN COLLEGE ACT

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MRS. B. LAING

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First Reading .....

Second Reading .....

Committee of the Whole .....

Third Reading .....

Royal Assent .....

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*Bill Pr 6*  
*Mrs. B. Laing*

## **BILL Pr 6**

1992

### **ROCKY MOUNTAIN COLLEGE ACT**

*(Assented to , 1992)*

WHEREAS the Northwest Canada Conference Evangelical Church and the Missionary Church have merged the operations of their colleges respectively known as Hillcrest Christian College of Medicine Hat, Alberta, and Mountain View Bible College of Didsbury, Alberta at a new site in the City of Calgary, Alberta and propose to jointly carry on their endeavour, together with other organizations who may from time to time agree to associate and cooperate with them, under the name "ROCKY MOUNTAIN COLLEGE: A Centre for Biblical Studies"; and

WHEREAS a body corporate, incorporated under the *Business Corporations Act* by the name 522450 Alberta Corp. was created in order to acquire lands on behalf of the Rocky Mountain College: A Centre for Biblical Studies prior to the passing of this Act, and the petitioners wish to continue that body corporate under this Act; and

WHEREAS the persons identified in section 10(4) below have by their petition prayed that it be enacted as hereinafter 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) "Board" means the Board of Governors of the College

referred to in section 10 of this Act;

(b) "by-laws" means the by-laws of the College referred to in section 11 of this Act;

(c) "College" means the body corporate continued by this Act;

(d) "property" includes real and personal property.

Continuance

2(1) 522450 Alberta Corp. is hereby continued under this Act.

(2) The name of the corporation continued under subsection (1) is hereby changed to "ROCKY MOUNTAIN COLLEGE: A Centre for Biblical Studies".

(3) Upon continuance, the Articles of Incorporation and by-laws of 522450 Alberta Corp. shall be replaced with the provisions of this Act.

Objects

3 The objects of the College are:

(a) to establish, maintain, conduct and support an educational institution for secondary and post-secondary Christian education in such fields as the Board may from time to time determine;

(b) to provide training for those preparing for work in the ministry of the Christian Church;

(c) to promote the advancement of learning and the dissemination of knowledge, whether theoretical or practical, in the field of religious and other related studies;

(d) to further the intellectual, spiritual, moral, physical, social and cultural development of, as well as a community spirit among, its students, graduates, faculty and staff;

(e) to conduct in-service and continuing education programs, workshops, institutes and other specialized educational programs which may be considered by the Board to be conducive to the attainment of the objectives of the College;

(f) to cooperate or enter into association with other organizations having objectives and characteristics considered

by the Board to be compatible with and conducive to the advancement of those of the College;

(g) to promote the betterment of society by the promulgation of the Gospel of Jesus Christ.

Stock and  
remunerations  
provisions

4(1) The College is not organized for the purpose of pecuniary profit and shall have no capital stock.

(2) No member of the College or of the Board is liable for the debts or other obligations of the College.

(3) All incomes and properties of the College shall be applied toward the furtherance of the objects of the College, and no portion of such income or property shall be paid, transferred or made available directly or indirectly for the personal benefit of any member from time to time of the Board, except:

(a) reasonable salary and other emoluments which may be paid to one or more members of the Board who also may be an employee of, or an independent contractor providing services to, the College, provided such payments are made in respect of his or her services as such employee or independent contractor, only;

(b) reimbursement to members of the Board of reasonable out-of-pocket expenses which may be incurred in their attendance at meetings of, and their conduct of the business or activities of, the College and the Board.

(4) If upon the winding-up or dissolution of the College there remains, after satisfaction of all its debts, liabilities and obligations, any properties or assets whatsoever, the same shall not be paid or distributed generally among the members of the Board, but shall be paid or transferred to the organization or organizations referred to in section 11.

Powers of College

5(1) The College has all the powers, privileges and immunities vested by law in a corporation necessary or proper for the carrying out of its objects.

(2) In addition to its powers under the *Interpretation Act*, the College may do any other acts in connection with or incidental to the furtherance of its objects and, without limiting the generality of the foregoing, the College may:

- (a) establish and conduct a Christian college to afford instruction in the Bible, theology, education, arts and sciences and such other fields as the Board may from time to time determine;**
- (b) establish, maintain and operate one or more colleges, schools or training centres;**
- (c) cooperate or associate with any other person for the establishment and provision of programs, services and facilities;**
- (d) undertake and support research and education related to the objects of the College;**
- (e) provide financial and other assistance to charitable organizations that have objects similar to that of the College or that engage in activities similar to those in which the College engages or has engaged;**
- (f) solicit, receive and hold gifts upon any trusts or conditions acceptable to the Board and administer gifts in accordance with any such terms and conditions;**
- (g) publish, produce and distribute books, pamphlets, films and other productions or media that relate to any matter pertaining to the objects of the College;**
- (h) acquire, hold and alienate any estate or interest in real or personal property;**
- (i) borrow money from any person and give any security for the repayment of money borrowed;**
- (j) without limiting the generality of the foregoing provision, issue and sell or pledge bonds, debentures and obligations of the College upon such terms and conditions as the Board may decide;**
- (k) draw, make, accept, endorse, execute or issue promissory notes, bills of exchange and other negotiable instruments;**
- (l) subject to the by-laws, invest in any manner it thinks fit the funds of the College that are not from time to time required for expenditure;**

(m) lend its funds or guarantee the payment of any debt;

(n) make such banking arrangements as are necessary for the purpose of its business and affairs;

(o) subject to the by-laws, form or establish one or more subsidiary foundations or organizations whose purpose is to assist the College in achieving its objects.

Diplomas and  
Degrees

6 The College may, upon recommendation of its faculty, confer upon graduates of the courses of study provided by the College:

(a) diplomas or certificates; and

(b) academic degrees in divinity.

Testamentary gifts  
and trusts

7 Effective July 1, 1992:

(a) every inter vivos or testamentary gift or disposition to "Hillcrest Christian College" of Medicine Hat, Alberta (or by its terms evidencing the necessary intent in law which would require that it be paid, given or delivered to that institution if it existed), shall become that of the College and the College shall in all respects be entitled to enforce all such gifts, bequests or other dispositions as if it were the beneficiary named in the applicable instrument in the place and stead of "Hillcrest Christian College";

(b) every inter vivos or testamentary trust expressed to be used or applied for the benefit of or in connection with the operations of "Hillcrest Christian College" of Medicine Hat, Alberta (or by its terms evidencing the necessary intent in law which would require that it be so used or applied if that institution existed), shall on and after such date be used or applied for the benefit of or in connection with the operations of the College, and the College shall in all respects be entitled to enforce all such trusts as if it were the beneficiary named in the applicable instrument in the place and stead of "Hillcrest Christian College".

(c) every inter vivos or testamentary gift or disposition to "Mountain View Bible College" of Didsbury, Alberta (or by its terms evidencing the necessary intent in law which would require that it be paid, given or delivered to that institution if it existed), shall become that of the College and the College

shall in all respects be entitled to enforce all such gifts, bequests or other dispositions as if it were the beneficiary named in the applicable instrument in the place and stead of "Mountain View Bible College".

(d) every inter vivos or testamentary trust expressed to be used or applied for the benefit of or in connection with the operations of "Mountain View Bible College" of Didsbury, Alberta (or by its terms evidencing the necessary intent in law which would require that it be so used or applied if that institution existed), shall on and after such date be used or applied for the benefit of or in connection with the operations of the College, and the College shall in all respects be entitled to enforce all such trusts as if it were the beneficiary named in the applicable instrument in the place and stead of "Mountain View Bible College".

Head office

8 The head office of the College shall be located in Alberta at the place specified in the by-laws.

Board of  
Governors

9(1) There shall be a Board of Governors of the College consisting of the persons elected or appointed as its members in the number and manner provided for in the by-laws.

(2) The Board shall manage and administer the business and affairs of the College.

(3) Subject to the by-laws, the Board may exercise its powers by resolution.

(4) Gordon E. Elhard, David Crouse, Ivan Juul-Hansen, James Reich, Gary Sawyer, Henry Schorr and Murray Swalm, all of Calgary, Alberta, Walter Erion of Medicine Hat, Alberta, Harold Johnsrude of Didsbury, Alberta, Victor E. Howard and Harold Hunter, both of Three Hills, Alberta, and Shirley Shantz of Red Deer, Alberta, together with such other persons as shall hereafter from time to time be named by the College shall become members of the Board and hold office for the duration of and in the manner prescribed in the by-laws of the College.

By-laws

10 The Board may make by-laws respecting:

(a) the number of persons to constitute the Board from time to time;

- (b) the election or appointment of the members of the Board and of the officers of the Board and their respective rights, powers, privileges and duties, including, without limitation, the stipulation of such restrictions upon the ability of paid officers or employees of the College to act as voting members of the Board as may be considered appropriate;
- (c) the suspension and removal of members of the Board and of officers of the Board;
- (d) the calling of meetings of the Board and of its committees and the conduct of business at those meetings;
- (e) the plurality of the Board which may be required to pass a special resolution, and delineating any matters in respect of which a special resolution rather than an ordinary resolution of the Board may be required, provided that the approval of any such by-law provisions, and any amendment of them, shall itself require approval by a special resolution of the same stipulated plurality of the Board;
- (f) the establishment of standing and special committees of the Board and their responsibilities;
- (g) without in any way limiting the generality of the foregoing, the appointment of an executive committee of the Board and delegation to that committee of any of the powers or duties of the Board other than the power to make by-laws;
- (h) the establishment of the offices of the College, the appointment of persons to those offices, and the manner of specification of their duties, delegation of their powers, and fixing of their salaries and other emoluments;
- (i) the appointment and removal of the auditor of the College;
- (j) any restriction on the activities in which the College may engage;
- (k) subject to section 9, the location of the head office of the College;
- (l) the regulation of the investment of the funds of the College pursuant to subsection 5(l);



(m) the transfer of the remaining property of the College in the course of winding-up of the College to:

(i) one or more organizations, whether incorporated or not, with objects similar to that of the College or that engage in activities similar to those in which the College had engaged at any time prior to the commencement of the winding-up proceedings, or

(ii) a foundation or other charitable organization, whether incorporated or not, either by way of gift or in trust for such charitable purposes as are specified in the by-laws;

(n) the regulation of the operations and affairs of the College.

Winding up

**11** Notwithstanding anything in the *Business Corporations Act* or any other Act, in the event of the winding-up of the College:

(a) if the by-laws referred to in section 10 provide for the transfer of the property of the College upon the winding-up of the College, the liquidator shall transfer any remaining property of the College to the organization or organizations specified in the by-laws, in accordance with the by-law; and

(b) if there are no by-laws in force of the nature referred to in section 10 at the commencement of the winding-up proceedings, the liquidator shall:

(i) unless and until any other church organization or educational institution has formally merged or amalgamated with, or has formally pooled or combined its assets or some portion thereof with, those of the College thereby making a capital contribution to the assets of the College, transfer any remaining property of the College to the Northwest Canada Conference Evangelical Church, and the Missionary Church (Canada West District), or their respective successors, in shares which are in proportion to the amounts of their respective aggregate capital contributions to the College from the disposition or the moving to the College of their respective former campuses (Hillcrest Christian College and Mountain View Bible College), as shown on the books and financial records of the College; and

**(ii) in any other case, transfer any remaining property of the College, subject to the approval of the court of Queen's Bench:**

**(A) to one or more organizations, whether incorporated or not, with objects similar to those of the College or that engage in activities similar to those in which the College had engaged at any time prior to the commencement of the winding-up proceedings, or**

**(B) to a foundation or other charitable organization, whether incorporated or not, either by way of gift or in trust for one or more charitable purposes.**