

1997 BILL 33

First Session, 24th Legislature, 46 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL 33

ALBERTA TREASURY BRANCHES ACT

THE PROVINCIAL TREASURER

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

BILL 33

1997

ALBERTA TREASURY BRANCHES ACT

(Assented to , 1997)

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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 directors appointed under section 3;
- (b) "Chief Executive Officer" means the Chief Executive Officer appointed under section 6;
- (c) "depositor" means a person who has entered into a contract with Alberta Treasury Branches providing for the making of deposits in a treasury branch;
- (d) "director", when used with respect to Alberta Treasury Branches, means a person appointed to the board under section 3;

- (e) “entity” includes a body corporate, trust, partnership, fund or other unincorporated association or organization, but does not include an individual;
- (f) “Minister” means the Provincial Treasurer;
- (g) “officer”, when used with respect to Alberta Treasury Branches, means the Chief Executive Officer and any other person the board has appointed as an officer of Alberta Treasury Branches under section 3(4);
- (h) “professional adviser” means
 - (i) an auditor,
 - (ii) a lawyer, accountant, appraiser, architect or engineer, or
 - (iii) any other person whose profession or occupation would tend to lend credibility to a statement made or opinion given by that person;
- (i) “relative” means a person who is related by blood, marriage or adoption;
- (j) “spouse” means the person of the opposite sex to whom a person is married or with whom a person is living in a conjugal relationship outside marriage;
- (k) “treasury branch” means a treasury branch established under section 10, whether the branch carries on business with the public directly or serves as an administrative or head office;
- (l) “treasury branch facility” means real property that is used or intended to be used in connection with or incidental to the operations of Alberta Treasury Branches.

Corporate Structure and Governance

Alberta
Treasury
Branches

2(1) There is hereby established a corporation with the name “Alberta Treasury Branches”, consisting of the board of directors appointed under section 3.

(2) For the purpose of carrying on its business, Alberta Treasury Branches has the capacity and, subject to this Act and the regulations, the rights, powers and privileges of a natural person.

(3) Alberta Treasury Branches is for all purposes an agent of the Crown in right of Alberta, and may exercise its powers under this Act only as an agent of the Crown in right of Alberta.

(4) An action or other legal proceeding in respect of a right or obligation acquired or incurred by Alberta Treasury Branches on behalf of the Crown in right of Alberta, whether in the name of Alberta Treasury Branches or in the name of the Crown in right of Alberta, may be brought or taken by or against Alberta Treasury Branches in the name of Alberta Treasury Branches in any court that would have jurisdiction if Alberta Treasury Branches were not an agent of the Crown in right of Alberta.

Appointment
of board

3(1) The Lieutenant Governor in Council may appoint a board of directors and a chair of the board.

(2) The board shall manage the business and affairs of Alberta Treasury Branches.

(3) The board may delegate to any director, to a committee of directors or to any officer or employee in Alberta Treasury Branches any of the board's powers and duties under this Act except

(a) the power to make a recommendation under section 6,

(b) the power to make by-laws under section 8, and

(c) the board's duties under section 16.

(4) The board may designate the offices of Alberta Treasury Branches, other than the office of Chief Executive Officer, and appoint persons to those offices and prescribe their duties.

Composition
of board

4(1) In this section, "significant borrower" means

(a) an entity that has outstanding indebtedness for money borrowed from a treasury branch in an aggregate principal amount that exceeds a prescribed amount, and

(b) an individual who has outstanding indebtedness for money borrowed from a treasury branch, other than a loan secured by a mortgage on the principal residence of that individual, in an aggregate principal amount that exceeds a prescribed amount.

(2) The following individuals are not eligible to become or remain a director:

- (a) an individual who is less than 18 years of age;
 - (b) an individual who
 - (i) is a dependent adult as defined in the *Dependent Adults Act* or is the subject of a certificate of incapacity under that Act,
 - (ii) is a formal patient as defined in the *Mental Health Act*, or
 - (iii) has been found to be a person of unsound mind by a court elsewhere than in Alberta;
 - (c) an individual who has the status of bankrupt;
 - (d) an individual who, within the immediately preceding 5 years,
 - (i) has been convicted of an indictable offence, or
 - (ii) has contravened this Act, the regulations or the by-laws or has been convicted of an offence under the *Bank Act (Canada)* or the *Loan and Trust Corporations Act*, the *Credit Union Act*, the *Insurance Act* or the *Securities Act*, or an equivalent statute of another province or Canada;
 - (e) a Member of the Legislative Assembly of Alberta;
 - (f) an individual who is otherwise ineligible under the regulations.
- (3) At least 50% of the directors must be unaffiliated directors.
- (4) Subsection (3) does not apply where the required percentage of unaffiliated directors is not met due to a vacancy caused by an unaffiliated director's ceasing to be a director.
- (5) An individual is not eligible to be an unaffiliated director if that individual
- (a) is an officer or employee of Alberta Treasury Branches or of any of its subsidiaries, or has been such an officer or employee within 2 years of the date on which the individual would become or became a director,
 - (b) is a significant borrower or is a director, officer or employee of a significant borrower,
 - (c) beneficially owns or controls directly or indirectly

(i) 10% or more of the issued and outstanding voting shares of a significant borrower that is a corporation, or

(ii) a 10% or greater interest in a significant borrower that is an entity other than a corporation,

(d) is a spouse of an individual referred to in clause (a), (b) or (c),

(e) is a relative, other than a spouse, of an individual referred to in clause (a), (b) or (c) who has the same residence as the individual, or

(f) is otherwise ineligible under the regulations.

(6) An act of the board, a committee, a director or an officer of Alberta Treasury Branches is valid notwithstanding

(a) an irregularity in the election or appointment, or

(b) a defect in the qualifications

of a director or officer.

Ceasing to
hold office

5(1) A director ceases to hold office when

(a) the director resigns,

(b) the director becomes ineligible under section 4(2), or

(c) the director's appointment expires or is terminated by the Lieutenant Governor in Council.

(2) A resignation of a director becomes effective at the time a written resignation is sent to the Minister or at the time specified in the resignation, whichever is later.

Chief
Executive
Officer

6 The Lieutenant Governor in Council may, on the recommendation of the board, appoint a person to be the Chief Executive Officer of Alberta Treasury Branches.

Employees

7 Alberta Treasury Branches may engage employees for the purposes of carrying on the business of Alberta Treasury Branches and may determine their conditions of service.

Board by-laws **8(1)** Subject to this Act and the regulations, the board may make by-laws governing

- (a) the management of the business and affairs of Alberta Treasury Branches, and
- (b) the calling and conduct of board meetings and the conduct of the business of the board generally.

(2) The *Regulations Act* does not apply to by-laws made under this section.

Audit committee **9(1)** The directors shall appoint from their number an audit committee, which shall meet at least twice each year to review annual financial statements and auditors' reports and to ensure that appropriate internal audit and financial control policies are in place.

(2) At least $\frac{2}{3}$ of the directors on the audit committee must be unaffiliated directors within the meaning of section 4(5).

(3) A director who is an employee of Alberta Treasury Branches is disqualified from being on the audit committee.

(4) The Auditor General is entitled to attend and be heard at all meetings of the audit committee, and the Auditor General, a member of the audit committee or a director may call a meeting of the audit committee at any time.

Business Powers, Duties and Limitations

Operation of treasury branches **10** Alberta Treasury Branches may establish and operate treasury branches at any location within Alberta.

Business purpose **11(1)** Subject to this Act and the regulations, Alberta Treasury Branches shall not engage in or carry on any business other than business generally appertaining to the business of providing financial services.

(2) Notwithstanding subsection (1), Alberta Treasury Branches may

- (a) carry on business as a custodian of property,
- (b) act as a trustee for a trust in respect of a prescribed class of transaction, and
- (c) hold, manage and otherwise deal with real property.

Restricted and prohibited business

12 Alberta Treasury Branches shall not

- (a) carry on business as a receiver, liquidator or sequestrator,
- (b) carry on the business of offering its services to the public as or accepting or executing the office of
 - (i) executor or administrator or trustee, or
 - (ii) guardian or trustee of a minor's estate or of the estate of a mentally incompetent person,
- (c) carry on business as a financial leasing corporation,
- (d) guarantee on behalf of any person the payment or repayment of any sum of money unless the sum of money is a fixed sum of money, with or without interest, and the person on whose behalf the guarantee is given has an unqualified obligation to reimburse Alberta Treasury Branches for the full amount of the payment or repayment to be guaranteed,
- (e) carry on business as an insurer, agent or adjuster within the meaning of the *Insurance Act*,
- (f) carry on business as an information management corporation,
- (g) carry on the business of providing real property brokerage services, or
- (h) carry on any other activity that is prescribed for the purposes of this section.

Deposits

13(1) Alberta Treasury Branches may engage in the deposit taking business.

(2) Neither Alberta Treasury Branches, the Chief Executive Officer or another officer nor an employee of Alberta Treasury Branches is bound to see to the execution of any trust, whether express, implied or constructive, to which any deposit in a treasury branch may be subject other than a trust to which Alberta Treasury Branches is a party.

(3) The receipt of the depositor in whose name a deposit stands in the books of a treasury branch is a sufficient discharge to Alberta Treasury Branches, the Chief Executive Officer and other officers and the employees of Alberta Treasury Branches for any payment made in respect of the deposit, notwithstanding any trust to which

it may then be subject and whether Alberta Treasury Branches or the Chief Executive Officer or other officer or employee has or has not had notice of the trust.

(4) Neither Alberta Treasury Branches, the Chief Executive Officer or another officer nor an employee of Alberta Treasury Branches is bound to see to the application of the money paid on a receipt referred to in subsection (3).

Government
guarantee

14(1) The repayment by Alberta Treasury Branches of money deposited under this Act, and interest payable on that money, is guaranteed by the Crown in right of Alberta.

(2) Alberta Treasury Branches shall pay to the Minister a fee in respect of the guarantee under subsection (1) in the amount and at the times and in the manner set out in the regulations.

Investment
standards

15(1) Alberta Treasury Branches shall adhere to prudent loan and investment standards in making loan and investment decisions and in managing its total loans and investments.

(2) For the purposes of this Act, prudent loan and investment standards are those which, in the overall context of a loan and investment portfolio, a reasonable and prudent person would apply in making loan and investment decisions on behalf of another person with whom there exists a fiduciary relationship to make such decisions without undue risk of loss or impairment and with a reasonable expectation of fair return or appreciation.

(3) The fact that Alberta Treasury Branches is in compliance with the other provisions of this Act and the regulations relating to loans and investments does not of itself mean that Alberta Treasury Branches is in compliance with subsection (1).

Review
procedures

16 The board shall establish policies and procedures to ensure that Alberta Treasury Branches complies with section 15 and shall review those policies and procedures at least once a year.

Investment in
real estate

17 Neither Alberta Treasury Branches nor its prescribed subsidiaries shall

(a) purchase or otherwise acquire an interest in real property,
or

(b) make an improvement to any real property in which Alberta Treasury Branches or any of its prescribed subsidiaries has an interest,

if the aggregate value of all interests of Alberta Treasury Branches and its prescribed subsidiaries in real property exceeds, or if the acquisition of the interest or the making of the improvement would cause that aggregate value to exceed, a prescribed amount.

Restricted and
prohibited
loans and
investments

18(1) Alberta Treasury Branches shall not

(a) make a loan to or an investment in

(i) a person, or

(ii) 2 or more persons who are, to the knowledge of Alberta Treasury Branches, connected persons

in an amount exceeding the prescribed amount, or

(b) make a loan to or an investment in a person, or make a loan or investment in a manner or amount, that is contrary to the regulations.

(2) Subsection (1) does not apply so as to prohibit or restrict

(a) investments in securities issued or guaranteed by the Government of Canada or any province,

(b) investments in mortgages that are

(i) insured under the *National Housing Act* (Canada) or through an agency of the Government of Canada or a province, or

(ii) insured by a policy of mortgage insurance issued by an insurance company that

(A) is a company or foreign company as defined in the *Insurance Companies Act* (Canada) that is approved to carry on business or to insure risks in Canada by order under that Act, or

(B) is registered or licensed under the *Insurance Act* or any similar legislation of another province,

or

(c) any other prescribed investment.

Shareholdings **19(1)** Subject to this section and except as otherwise provided in the regulations, Alberta Treasury Branches shall not beneficially own shares to which are attached more than 10% of the voting rights attached to all of the issued and outstanding voting shares of a corporation.

(2) For the purposes of subsection (1), shares beneficially owned by a subsidiary of Alberta Treasury Branches are deemed to be beneficially owned by Alberta Treasury Branches, except as otherwise provided in the regulations.

(3) Alberta Treasury Branches may, through realization of a security interest held by Alberta Treasury Branches or by means of a loan workout procedure, beneficially own shares to which are attached more than 10% of the voting rights attached to all of the issued and outstanding voting shares of a corporation, but Alberta Treasury Branches shall dispose of the excess shares within 5 years after acquiring the excess shares.

(4) Subject to subsections (5), (6) and (7), Alberta Treasury Branches may, with the prior approval of the Lieutenant Governor in Council, beneficially own shares to which are attached more than 10% of the voting rights attached to all of the issued and outstanding voting shares of any of the following corporations:

- (a) a loan or trust corporation incorporated and regulated by or under an Act of a province,
- (b) a corporation that is a securities dealer,
- (c) a corporation that is an insurer,
- (d) a real property brokerage corporation or real property corporation,
- (e) a factoring corporation,
- (f) a mutual fund distribution corporation,
- (g) an asset management corporation,
- (h) an investment counselling corporation,
- (i) a portfolio management corporation,
- (j) an information management corporation,
- (k) a service corporation that does not hold shares of a corporation referred to in any of clauses (a) to (j), or
- (l) a prescribed corporation.

(5) The prior approval of the Lieutenant Governor in Council is not required under subsection (4) with respect to shares in a corporation referred to in subsection (4)(g).

(6) An approval under subsection (4) may be made subject to any terms and conditions the Lieutenant Governor in Council considers appropriate.

(7) Alberta Treasury Branches may not beneficially own shares in a corporation referred to in subsection (4) to which are attached more than 10% of the voting rights attached to all of the issued and outstanding voting shares of the corporation if that corporation beneficially owns shares in another corporation, that is not a corporation referred to in subsection (4), to which are attached more than 10% of the voting rights attached to all of the issued and outstanding voting shares of that other corporation.

Capital
adequacy

20 For the purposes of capital adequacy, Alberta Treasury Branches shall maintain its assets and liabilities in the manner and at the levels required by the regulations.

Restrictions on
certain
transactions

21 Alberta Treasury Branches shall not enter into a business transaction with

- (a) a director who is not an officer or employee of Alberta Treasury Branches,
- (b) the spouse of a director referred to in clause (a),
- (c) a relative, other than the spouse, of a director referred to in clause (a) who has the same residence as the director, or
- (d) an entity in which a director referred to in clause (a) has a significant interest

at rates or under terms that are more favourable than the rates or terms that are offered generally to customers of Alberta Treasury Branches in the ordinary course of business of Alberta Treasury Branches.

Accounting
principles and
auditing
standards

22 Subject to this Act and the regulations,

- (a) in the preparation of the financial statements related to the operations of Alberta Treasury Branches, generally accepted accounting principles, including the accounting recommendations of the Canadian Institute of Chartered Accountants set out in the Handbook published by that

Institute as amended from time to time, shall be applied, and

- (b) in examining the financial statements related to the operations of Alberta Treasury Branches for the purposes of his report, and with respect to the report itself, the Auditor General shall apply generally accepted auditing standards, including the auditing recommendations contained in the Handbook, as amended.

Annual statements

23 Alberta Treasury Branches shall, within 90 days after the end of a fiscal year, prepare and submit to the Minister financial statements for Alberta Treasury Branches showing the financial position, results of operations and changes in financial position during that fiscal year and containing any other information required by the regulations, and those statements shall be included in the public accounts.

Responsibility and Liability of Directors

Duty of care

24(1) Every director and officer, in exercising powers and in discharging duties,

- (a) shall act honestly and in good faith and with a view to the best interests of Alberta Treasury Branches, and
- (b) shall exercise the care, diligence and skill that a reasonable and prudent person would exercise under comparable circumstances.

(2) In considering whether a particular transaction or course of action is in the best interests of Alberta Treasury Branches, a director or officer shall have due regard to the interests of the Crown in right of Alberta and the depositors of Alberta Treasury Branches.

Personal liability of director

25(1) Directors who vote for or consent to a resolution authorizing an investment, loan, guarantee or other transaction that

- (a) is contrary to the regulations under section 34(b), and
- (b) involves any payment or distribution of property by a treasury branch

are jointly and severally liable to restore to Alberta Treasury Branches any amounts so paid and the value of any property so distributed and not otherwise recovered by it.

(2) A director who has satisfied a judgment rendered under this section is entitled to contribution from the other directors who voted for or consented to the act on which the judgment was founded.

(3) A director is not liable under subsection (1) or (2) if he proves that he did not know and could not reasonably have known that the investment, loan, guarantee or other transaction was contrary to the regulations under section 34(b).

(4) A director who relies in good faith on

(a) financial statements represented to the director by an officer or in a written report of the Auditor General as fairly reflecting the financial condition of Alberta Treasury Branches, or

(b) an opinion or report of a professional adviser

is not liable under this section or section 24.

(5) No action may be commenced under this section more than 5 years after the happening of the event that gave rise to the cause of action.

Purported
relief
ineffective

26 No provision in a contract, by-law or resolution relieves a director or officer of the duty to act in accordance with this Act, the regulations and the by-laws or relieves the director or officer of liability for a breach of them.

Deemed
consent

27(1) A director who is present at a meeting of directors or a committee of directors is deemed to have consented to any resolution passed or action taken at the meeting unless

(a) the director requests that his abstention or dissent be, or his abstention or dissent is, entered in the minutes of the meeting,

(b) the director gives his written dissent to the secretary of the meeting before the meeting is adjourned,

(c) the director sends his written dissent or delivers it to the chair immediately after the meeting is adjourned, or

(d) the director otherwise proves that he did not consent to the resolution or action.

(2) A director who votes for or consents to a resolution or action is not entitled to dissent under subsection (1).

Indemnification

28(1) Except in respect of an action by or on behalf of Alberta Treasury Branches or the corporation to procure a judgment in its favour, Alberta Treasury Branches may, by resolution of the board, indemnify

- (a) a present or former director or officer of Alberta Treasury Branches,
- (b) a person who acts or acted at the request of Alberta Treasury Branches as a director or officer of a corporation of which Alberta Treasury Branches is or was a shareholder or creditor, and
- (c) the heirs and legal representatives of a person referred to in clause (a) or (b),

against costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by that person with respect to a civil, criminal or administrative action or proceeding to which that person is made a party by reason of holding such a position if that person acted honestly, in good faith and with a view to the best interests of Alberta Treasury Branches, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that person had reasonable grounds for believing that the conduct was lawful.

(2) Alberta Treasury Branches may, by resolution of the board and with the approval of the Court of Queen's Bench, indemnify a person referred to in subsection (1) in respect of an action by or on behalf of Alberta Treasury Branches or the corporation to procure a judgment in its favour to which that person is made a party by reason of that person's holding such a position, against all costs, charges and expenses reasonably incurred by that person in connection with the action if that person fulfils the conditions set out in subsection (1).

(3) Notwithstanding anything in this section, a person referred to in subsection (1) is entitled to indemnity from Alberta Treasury Branches in respect of all costs, charges and expenses reasonably incurred by that person with respect to the defence of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of holding such a position if that person

- (a) was substantially successful on the merits in the defence of the action or proceeding, and
- (b) fulfils the conditions set out in subsection (1).

(4) Alberta Treasury Branches may purchase and maintain insurance for the benefit of any person referred to in subsection (1) against any liability incurred by that person

- (a) in the capacity of a director or officer of Alberta Treasury Branches, except when the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of Alberta Treasury Branches, or
- (b) in the capacity of a director or officer of another corporation if that person acts or acted in that capacity at the request of Alberta Treasury Branches, except when the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of Alberta Treasury Branches.

(5) Alberta Treasury Branches or a person referred to in subsection (1) may apply to the Court of Queen's Bench for an order approving an indemnity under this section, and the Court may so order and make any further order it considers appropriate.

(6) An applicant under subsection (5) shall give the Minister notice of the application, and the Minister is entitled to appear and be heard.

(7) On an application under subsection (5) the Court may order notice to be given to any interested person, and that person is entitled to appear and be heard in person or by counsel.

Protection
from liability

29 A director who resigns from the board because of a disagreement with an act or omission of the board or of an officer or an employee of Alberta Treasury Branches and knows or believes that as a result of the action or omission

- (a) a director or an officer or employee of Alberta Treasury Branches is or will be in contravention of this Act or the *Criminal Code* (Canada), or
- (b) there has been or will be a change in the circumstances of Alberta Treasury Branches that might materially and adversely affect the financial position of Alberta Treasury Branches

and in good faith submits to the Minister a statement of reasons for the resignation shall not be liable in any civil action arising out of the statement.

General

- Setting aside transaction** **30(1)** Where an investment, loan, guarantee or other transaction that is contrary to the regulations under section 34(b) takes place, Alberta Treasury Branches or the Minister may apply to the Court of Queen's Bench for an order
- (a) setting aside the investment, loan, guarantee or other transaction and directing that the related party account to Alberta Treasury Branches for any profit or gain realized, and
 - (b) that each person who participated in or facilitated the investment, loan, guarantee or other transaction pay to Alberta Treasury Branches on a joint and several basis
 - (i) the damages suffered,
 - (ii) the face value of the investment, loan, guarantee or other transaction, or
 - (iii) the amount expended by Alberta Treasury Branches in the investment, loan, guarantee or other transaction
- and on the application, the Court may so order or make any other order it thinks fit, including an order for compensation for the loss or damage suffered by Alberta Treasury Branches and punitive or exemplary damages from the related party.
- (2)** A person who is not a director is not liable under subsection (1)(b) unless the person knew or should reasonably have known that the investment, loan, guarantee or other transaction took place contrary to the regulations under section 34(b).
- Grants** **31** The Minister may in each year pay to any municipality within which any treasury branch facility is situated, a grant not exceeding the amount that would be recoverable by the municipality if that facility were subject to the business tax or the property and local improvement taxes, or both, of the municipality for that year.
- Property at branches** **32(1)** A document that purports to bind or otherwise affect, or potentially bind or otherwise affect, a person's interest in property or a deposit account that is in the possession of Alberta Treasury Branches

- (a) does not bind or affect property that is located at a particular treasury branch facility unless the document is served on that facility, and
- (b) does not bind a deposit account in respect of which a treasury branch facility is the branch of account unless the document is served on that facility.

(2) A notice given to Alberta Treasury Branches with respect to a customer of Alberta Treasury Branches, other than a document referred to in subsection (1), constitutes notice to Alberta Treasury Branches and fixes Alberta Treasury Branches with knowledge of the contents of the notice only if the notice is given to and received at the treasury branch facility that is the branch of account of the customer with respect to the matter to which the notice relates.

Minister's
order to
comply

33 Where, in the Minister's opinion, Alberta Treasury Branches or any other person is committing any act or pursuing any course of conduct that is in contravention of this Act or the regulations, or might reasonably be expected, if continued, to result in a state of affairs that would be in contravention of this Act or the regulations, the Minister may, by order in writing, order Alberta Treasury Branches or the other person

- (a) to cease doing any act or pursuing any course of conduct specified in the notice, or
- (b) to perform acts specified in the notice that, in the Minister's opinion, are necessary to remedy the situation.

Regulations

34 The Lieutenant Governor in Council may make regulations

- (a) governing the maintenance by Alberta Treasury Branches of its assets and liabilities for the purposes of section 20;
- (b) governing, prohibiting and restricting the making of investments and loans, the giving of guarantees and the entering into other transactions between Alberta Treasury Branches and persons who are related parties within the meaning of the regulations;
- (c) governing, prohibiting and restricting the making of investments and loans by Alberta Treasury Branches generally;
- (d) respecting the circumstances under which and the conditions on which Alberta Treasury Branches may retain investments or loans

- (i) that are in place on the effective date of provisions of this Act or the regulations that would prohibit, limit or restrict those loans or investments, and
 - (ii) that would contravene those provisions if the loans or investments were made after the effective date of the provisions;
- (e) respecting terms and conditions for the establishment and operation of subsidiaries by Alberta Treasury Branches;
 - (f) governing relations between Alberta Treasury Branches and insurers and agents within the meaning of the *Insurance Act*;
 - (g) establishing additional eligibility criteria for directors and unaffiliated directors;
 - (h) respecting additional information that must be included in the financial statements referred to in section 23;
 - (i) prescribing anything that is required or permitted by this Act to be prescribed;
 - (j) respecting fees for the purposes of section 14(2);
 - (k) defining terms for the purposes of the Act and the regulations;
 - (l) generally for the purposes of this Act.

Review of Act
by Legislative
Assembly

35 At least once in every 5-year period following the coming into force of this Act, the Minister shall ensure that a member of the Executive Council introduces into the Legislative Assembly a motion that would have the effect of facilitating a debate in the Assembly on the question of whether or not this Act should be repealed.

Transitional Provisions

Transitional

36(1) Persons who are members of the board of directors under the *Treasury Branches Act* are continued as members of the board under this Act until their appointments expire or are terminated under this Act.

(2) The Superintendent of Treasury Branches under the *Treasury Branches Act* is the Chief Executive Officer under this Act and is deemed to have been appointed under section 6.

(3) A reference in any enactment, agreement, document, regulation or order to “treasury branch”, “Treasury Branch”, “Alberta treasury branch”, “Alberta Treasury Branch”, “Province of Alberta Treasury Branch” or any other designation determined by the Minister, shall be read as a reference to “Alberta Treasury Branches”.

(4) A legal or administrative proceeding by or against Alberta Treasury Branches as it existed under the *Treasury Branches Act*, under any of the designations referred to in subsection (3) may be continued by or against Alberta Treasury Branches.

(5) A reference in any enactment, agreement, document, regulation or order to the Superintendent of Treasury Branches shall be read as a reference to the Chief Executive Officer.

(6) All by-laws made under section 2.4(1)(b) of the *Treasury Branches Act* are continued as by-laws under this Act.

(7) All by-laws made under section 2.4(1)(a) of the *Treasury Branches Act* are repealed.

(8) The *Treasury Branches Regulation* (AR 108/96) is repealed.

Transitional -
agreements

37 The Lieutenant Governor in Council may designate one or more Ministers to enter into agreements with Alberta Treasury Branches respecting any or all of the following:

- (a) the employment by or secondment to Alberta Treasury Branches of persons employed by the Crown;
- (b) the terms and conditions of employment or secondment of persons referred to in clause (a);
- (c) the transfer of property and assets from the Crown to Alberta Treasury Branches;
- (d) the assumption of obligations and liabilities by Alberta Treasury Branches from the Crown;
- (e) any other matter that is necessary or desirable to facilitate
 - (i) the change in status of Alberta Treasury Branches from a division of the Treasury Department under the *Treasury Branches Act* to a corporation under this Act, and
 - (ii) the carrying on of business by Alberta Treasury Branches as a corporation.

Transitional -
Fund

38 On the coming into force of this section, the property, assets, liabilities and obligations of the Treasury Branches Deposits Fund under the *Treasury Branches Act* become the property, assets, liabilities and obligations of Alberta Treasury Branches, subject to the same conditions.

Consequential Amendments

Consequential
amendments

39(1) The *Auditor General Act* is amended in section 1

- (a) in clause (e) by striking out** “forming part of the Treasury Branches Deposits Fund” **and substituting** “owned or held by Alberta Treasury Branches”;
- (b) in clause (f) by striking out** “and includes the Treasury Branches Deposits Fund”.

(2) The *Financial Administration Act* is amended

- (a) in section 1(1)(p) by striking out** “forming part of the Treasury Branches Deposits Fund except to the extent that that money represents money deposited by the Crown or a Provincial agency in the Fund” **and substituting** “money owned or held by Alberta Treasury Branches”;
- (b) in section 1(1)(s) by striking out** “or the Treasury Branches Deposits Fund”;
- (c) by repealing section 50(5);**
- (d) in section 72(2) by striking out** “section 5 of the *Treasury Branches Act*” **and substituting** “section 14 of the *Alberta Treasury Branches Act*”;
- (e) in section 81.1(9) by adding the following after clause (h):**
 - (i) Alberta Treasury Branches.

(3) The *Interpretation Act* is amended by repealing section 25(1)(w) and substituting the following:

- (w) “treasury branch” means a treasury branch within the meaning of the *Alberta Treasury Branches Act*;

(4) The *Metis Settlements Act* is amended in sections 135(1)(a) and 149(1)(a) by striking out “an Alberta Treasury Branch” and substituting “a treasury branch”.

(5) The *Metis Settlements Accord Implementation Act* is amended in section 26(a) by striking out “an Alberta Treasury Branch” and substituting “a treasury branch”.

(6) The *Personal Property Security Act* is amended in section 1(1)(o.1) by striking out “Treasury Branch” and substituting “treasury branch”.

Repeal

Repeal **40** The *Treasury Branches Act* is repealed.

Coming into Force

Coming into force **41** This Act comes into force on Proclamation.