

1998 BILL 10

---

Second Session, 24th Legislature, 46 Elizabeth II

---

THE LEGISLATIVE ASSEMBLY OF ALBERTA

# BILL 10

REGIONAL AIRPORTS AUTHORITIES  
AMENDMENT ACT, 1998

---

---

MR. KLAPSTEIN

---

---

First Reading .....

Second Reading .....

Committee of the Whole .....

Third Reading .....

Royal Assent .....

---

---

*Bill 10*  
*Mr. Klapstein*

## **BILL 10**

1998

### **REGIONAL AIRPORTS AUTHORITIES AMENDMENT ACT, 1998**

*(Assented to , 1998)*

HER MAJESTY, by and with the advice and consent of the  
Legislative Assembly of Alberta, enacts as follows:

.mends SA  
989 cR-9.05

**1 The *Regional Airports Authorities Act* is amended by this Act.**

**2 Section 1(1) is amended**

**(a) in clause (a) by striking out “or bodies corporate”;**

**(b) by adding the following after clause (d):**

(d.1) “body” means

(i) body corporate or bodies corporate,

(ii) the Government of Canada as represented by the  
Minister of Transport (Canada), or

(iii) the Government of Alberta as represented by the  
Minister;

**(c) in clause (g) by striking out “or bodies corporate that  
have made a petition or propose” and substituting “that  
has made a petition or proposes”.**

## Explanatory Notes

**1** Amends chapter R-9.05 of the Statutes of Alberta, 1989.

**2** Section 1(1) presently reads:

*1(1) In this Act,*

- (a) "appointers" means the body or bodies corporate from time to time named as the appointer or appointers for an authority in its articles;*
- (b) "articles" means an authority's articles of incorporation, including all amendments made to them, and includes, prior to the authority's creation, the petition under section 4;*
- (c) "authority" means a regional airports authority created by an order under section 5(2), and includes a proposed authority;*
- (d) "board" means an authority's board of directors;*
- (e) "directors" means directors of an authority;*
- (f) "filed" means filed by the Registrar under section 38;*
- (g) "incorporators" means the body or bodies corporate that have made a petition or propose to make a petition under section 4(1);*

**3 Section 4 is amended**

**(a) in subsection (1) by striking out “corporate”;**

**(b) by repealing subsection (3)(c) and substituting the following:**

(c) the name and address of each body that represents the interests of the public or public interests in the region, which body or group may or may not consist of all or include some of the incorporators, and that is to serve as an appointer for the authority;

**(c) in subsection (5) by striking out “and” at the end of clause (a), adding “and” at the end of clause (b) and adding the following after clause (b):**

(c) a notice from

(i) the Minister of Transport (Canada), if the Government of Canada is named in the petition as an appointer, or

(ii) the Minister, if the Government of Alberta is named in the petition as an appointer,

- (h) “Minister” means the member of the Executive Council designated by the Lieutenant Governor in Council as the Minister of the purposes of this Act;
- (i) “prescribed” means prescribed or otherwise provided for by the regulations;
- (j) “region” means the general region in which the airports for which an authority is or is to be responsible are located;
- (k) “Registrar” means the Registrar of Corporations appointed under the Business Corporations Act;
- (l) “security” has the meaning assigned to it by the Securities Act;
- (m) “special resolution” means a resolution of an authority
  - (i) passed at a board meeting by a majority of at least  $\frac{3}{4}$  of the directors present at that meeting, or
  - (ii) signed by all the directors;
- (n) “subsidiary” has the meaning assigned to it by the Business Corporations Act;
- (o) “this Act” includes the regulations.

**3** Section 4 presently reads in part:

*4(1) One or more bodies corporate that in the Minister’s opinion represent the interests of the public or public interests in the region in which a proposed authority’s airports would be located may petition the Lieutenant Governor in Council, through the Minister, for the formation under this Act of a regional airports authority.*

*(3) Subject to this Act but without limitation on any other matters considered appropriate for inclusion, the petition must specify or contain the following:*

- (a) the proposed name for the authority;*
- (b) the airports whose management and operation are intended to be assumed by the authority;*
- (c) the names and addresses of one or more bodies corporate that represent the interests of the public or public interests in the region, which body corporate or group may or may not consist of all or include some of the incorporators, and that are to serve as the appointers for the authority;*
- (d) the methods by which appointers are to exercise and perform their functions under this Act and the articles, whether directly or through representatives;*

agreeing to act as an appointer and to be bound by the authority's articles to the extent referred to in section 6(1)(b).

**(d) by adding the following after subsection (5):**

(6) A copy of a notice made under subsection (5)(c) must be published in The Alberta Gazette.

**4 Section 6(2)(a) is amended by striking out “and” at the end of subclause (ii), adding “and” at the end of subclause (iii) and adding the following after subclause (iii):**

(iv) a notice referred to in section 4(5)(c),

**5 Section 11(7) is repealed and the following is substituted:**

(7) Where pursuant to an amendment the name and address of a new appointer is added to the articles, the amendment must be accompanied by a certified copy of the appointer's

(a) resolution described in section 4(5)(b), or

(b) notice described in section 4(5)(c).

- (e) *the composition of the board, including the actual number of directors;*
- (f) *rules respecting the making of appointments to the board and the filling of vacancies thereon;*
- (g) *arrangements for meetings held under section 27;*
- (h) *rules and procedures respecting the removal of directors from office;*
- (i) *restrictions, if any, on the authority's undertaking or any other activities that the authority may carry on;*
- (j) *other matters, if any, governing relationships between the authority and its appointers in regard to the application of this Act;*
- (k) *any other matters that are specifically provided for in this Act or that are prescribed.*

(5) *The petition must be accompanied by*

- (a) *a copy of the proposed initial by-laws of the authority, and*
- (b) *a certified copy of a resolution by the governing body of each body corporate named in the petition as an appointer, agreeing to act as an appointer and to be bound by the authority's articles to the extent referred to in section 6(1)(b).*

**4** Section 6(2) presently reads:

(2) *On the creation of the authority, the authority shall provide*

- (a) *to the Registrar, a certified copy of*
  - (i) *the order in council creating it,*
  - (ii) *its articles and by-laws, and*
  - (iii) *the resolutions referred to in section 4(5)(b),*
- and*
- (b) *to each of the appointers, a copy of its articles.*

**5** Section 11(7) presently reads:

(7) *Where pursuant to an amendment the name and address of a new appointer is added to the articles, the amendment must be accompanied by a certified copy of the appointer's resolution described in section 4(5)(b).*

**6 Section 13(1) is amended by striking out “and not more than 15”.**

**7 Section 15(2)(i) is repealed.**



**6** Section 13(1) presently reads:

*13(1) An authority shall have a board of directors consisting of not fewer than 9 and not more than 15 persons appointed as directors in accordance with the regulations and the authority's articles.*

**7** Section 15(2) presently reads:

*(2) Subject to any restrictions contained in the by-laws, the board may appoint officers, whether from amongst the directors or not, or committees of directors and may delegate to the officers or committees any of the board's powers, other than its power*

- (a) to do anything required to be done by special resolution,*
- (b) to appoint a director or fill a vacancy on the board, to the extent, if any, that the board has that power,*
- (c) to appoint or fill a vacancy in the office of auditor,*
- (d) to issue securities,*
- (e) to authorize the raising of money by the authority,*
- (f) to approve the giving of financial assistance, directly or indirectly, by means of a loan, guarantee or otherwise to any person to whom the authority is lawfully entitled to give such assistance,*
- (g) to approve the authority's annual financial statements,*
- (h) to approve the authority's annual revenue and operating and capital budgets,*
- (i) to approve those rates and fees to be charged by the authority for its services and for the use of its facilities that are prescribed, or*
- (j) to amend or repeal and replace the by-laws.*