

2004 Bill 212

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Fourth Session, 25th Legislature, 53 Elizabeth II

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THE LEGISLATIVE ASSEMBLY OF ALBERTA

# **BILL 212**

**ALBERTA ASSOCIATION OF  
FORMER M.L.A.s ACT**

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MR. JOHNSON

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First Reading . . . . .

Second Reading . . . . .

Committee of the Whole . . . . .

Third Reading . . . . .

Royal Assent . . . . .

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## BILL 212

2004

### ALBERTA ASSOCIATION OF FORMER M.L.A.s ACT

(Assented to \_\_\_\_\_, 2004)

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

#### Definitions

**1** In this Act,

- (a) “Association” means the Alberta Association of Former M.L.A.s established under section 2;
- (b) “Board” means the board of directors of the Association;
- (c) “former M.L.A.” means a person who was, but is not currently, a member of the Legislative Assembly of Alberta;
- (d) “Registrar” means Registrar as defined in the *Business Corporations Act*;
- (e) “Speaker” means the Speaker of the Legislative Assembly of Alberta.

#### Association established

**2** The Alberta Association of Former M.L.A.s is hereby established as a non-profit body corporate.

#### Objects of the Association

**3(1)** The objects of the Association are to

- (a) put the knowledge and experience of its members at the service of parliamentary democracy in Alberta and elsewhere,
  - (b) serve the public interest by providing non-partisan support for the parliamentary system of government in Alberta,
  - (c) foster a spirit of community among former M.L.A.s,
  - (d) foster good relations between current and former M.L.A.s, and
  - (e) protect and promote the interests of former M.L.A.s.
- (2) The Association must not pursue its objects for any partisan political purpose.

#### **Powers of the Association**

**4(1)** The Association has the capacity and, subject to this Act, the rights, powers and privileges of a natural person.

(2) Without limiting subsection (1), the Association may do the following for the purposes of furthering its objects:

- (a) initiate, finance and administer programs and activities relevant to its objects, including programs and activities by government, public or private organizations and agencies or individuals;
- (b) establish and award scholarships, fellowships or bursaries for study related to its objects;
- (c) recognize, by means it considers appropriate, outstanding contributions to the promotion and understanding of Alberta's parliamentary system of government;
- (d) acquire, establish and manage any charitable or benevolent work, undertaking or foundation it considers appropriate;
- (e) do such other things as are conducive to the fulfillment of its purpose and to the exercise of its objects.

#### **Capacity to act outside Alberta**

**5** In addition to its capacity within Alberta, the Association may carry on its activities and affairs and exercise its powers in any jurisdiction outside Alberta to the extent that the laws of that jurisdiction permit.

### **Membership in the Association**

- 6(1)** All former M.L.A.s are eligible to be members of the Association and may become members of the Association in accordance with its bylaws.
- (2)** A member may voluntarily resign from the Association at any time by providing notice in the form prescribed by the bylaws.
- (3)** If a member of the Association is elected to the Legislative Assembly, he or she is deemed to have resigned from the Association the day he or she becomes a Member of the Legislative Assembly pursuant to section 1 of the *Legislative Assembly Act*.
- (4)** All members of the Association are able to vote and participate in meetings of the Association.
- (5)** Other persons may be made honorary members or associate members of the Association in accordance with its bylaws.

### **Head office**

- 7** The head office of the Association shall be at such place in Alberta as the Board may determine.

### **Board of directors**

- 8(1)** The affairs of the Association must be managed by a board of directors consisting of the president, vice-president and other directors elected, appointed or holding office in accordance with the bylaws of the Association.
- (2)** The president of the Association must preside at meetings of the Board and may perform other duties as may be assigned by the Board.
- (3)** In the absence of the president or if the president is unable to act, the vice-president has the powers and responsibilities of the president.

### **Officers**

- 9** The officers of the Association are the president, vice-president, secretary-treasurer and other officers provided for by the bylaws of the Association.

### **Honorary president**

**10** The Speaker of the Legislative Assembly is honorary president of the Association.

### **Meetings of the Association**

**11(1)** The Association must hold an annual general meeting at least once each calendar year and may hold other general meetings as convened by the Board.

**(2)** Business to be considered at the annual general meeting of the Association must include approval of a financial statement for the Association and any other matters required by the Association's bylaws.

**(3)** If requested by at least 10 members of the Association, the Board must convene a general meeting of the Association without delay.

**(4)** The Association must give at least 14 days' written notice of a general meeting to those members entitled to receive notice of the general meeting, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

### **Meetings of the Board**

**12(1)** The Board must meet at least once each year and may meet at other times as it considers necessary.

**(2)** If the Board holds a meeting and a director participates in the business of the meeting by electronic means only, that director is deemed to be fully present at the meeting for the purposes of this Act.

**(3)** Subject to the bylaws, a majority of the directors holding office constitutes a quorum at a meeting of the Board.

**(4)** The affirmative votes of the majority of the directors present at a meeting at which a quorum is present are sufficient to pass a resolution or bylaw of the Association.

### **Bylaws**

**13** The Board may make bylaws for the Association respecting the following:

- (a) membership in the Association including honorary and associate memberships;

- (b) the election and appointment of directors, their term of office and the expenses, if any, to be reimbursed to the directors;
- (c) the terms of employment, engagement or appointment and remuneration, expenses and duties of officers, employees and agents of, and consultants to, the Association;
- (d) the calling and holding of meetings of the Board and committees of the Board or Association, and the procedure to be followed at such meetings;
- (e) the role, duties and responsibilities of the position of honorary president;
- (f) the appointment of an auditor;
- (g) the delegation of powers to the Board or a committee of the Board;
- (h) generally, the administration and management of the affairs of the Association and the exercise of the directors' powers and the performance of their duties.

**Other corporate matters**

**14(1)** The Association is not an agent of the Government and the directors and employees of the Association are not part of the public service of Alberta.

**(2)** Subject to this Act and a regulation under subsection (3), the *Societies Act*, the *Companies Act* and the *Business Corporations Act* do not apply to the Association.

**(3)** The Lieutenant Governor in Council may, by regulation, provide that provisions of the *Societies Act*, the *Companies Act* or the *Business Corporations Act* apply to the Association.

**(4)** Subject to a bylaw of the Association providing for the remuneration of officers, employees and agents of the Association,

- (a) any profits or accretions to the value of property of the Association must be used to further the activities of the Association, and
- (b) no part of the property or profits of the Association may be distributed, directly or indirectly, to any member of the Association.

(5) There must be an annual audit of the financial statements of the Association.

#### **Dissolution**

**15(1)** On resolution by the Association for dissolution, the Registrar may issue a certificate of dissolution.

(2) In the event of a dissolution of the Association, any property of the Association that remains after the payment of its debts and liabilities or after the making of an adequate provision for the payment of its debts and liabilities shall be transferred to such charitable institution as the Association may specify in the resolution submitted under subsection (1).

(3) Notice of a dissolution under subsection (1) must be published in The Alberta Gazette.

#### **First board of directors**

**16(1)** Within 3 months of the coming into force of this Act, the Speaker must appoint 7 former M.L.A.s who shall constitute the Board.

(2) Notice of the names of those individuals appointed by the Speaker under subsection (1) shall be published in The Alberta Gazette and sent to all former M.L.A.s that the Speaker is able to contact.

(3) The members of the Board identified in subsection (1) hold office as if they had been appointed or elected in accordance with this Act until their successors in office have been appointed or elected.

(4) There must be a general meeting of the Association not later than 1 year from the date this Act comes into force.

#### **Coming into force**

**17** This Act comes into force on Proclamation.