

2007 Bill Pr1

Third Session, 26th Legislature, 56 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL Pr1

**CYBERPOL – THE GLOBAL CENTRE
FOR SECURING CYBERSPACE ACT**

MR. CENAIKO

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

BILL Pr1

2007

CYBERPOL – THE GLOBAL CENTRE FOR SECURITY CYBERSPACE ACT

(Assented to _____, 2007)

Preamble

WHEREAS certain citizens of the City of Calgary by their petition have prayed for the passage of an Act that will establish a body corporate under the name of CyberPol – The Global Centre for Securing Cyberspace; and

WHEREAS it is expedient to grant the prayer of the said 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 Directors of the Centre;
- (b) “Centre” means CyberPol – The Global Centre for Securing Cyberspace;
- (c) “custodian” means one or more trust companies, banks or other financial institutions authorized to carry on business in the Province of Alberta;
- (d) “Director” means a member of the Board;
- (e) “funds” include any form of real or personal property that may be received by the Centre;
- (f) “Governor” means those persons provided with a power of appointment under section 6(3).

Constitution

2 Ian Wilms, Chair of the Calgary Police Commission, and Kristen Lawson, legal assistant, both of the City of Calgary, are hereby constituted and established as a body corporate and politic under the name of “CyberPol – The Global Centre for Securing Cyberspace” and by that name shall have perpetual succession and a common seal.

Objects

3 The objects of the Centre are to use the funds entrusted to it to establish, construct and operate an international centre for the co-ordination and advancement of public safety, intelligence gathering and government response related to cybercrimes such as child exploitation, financial systems fraud, threats to critical infrastructure and intellectual property and identity theft.

Application of funds

4 To effect the objects of the Centre, the funds available to it may be used for the assistance of such institutions, organizations, agencies and bodies as may be engaged in the promotion or advancement of the objects of the Centre, or any of them, and the Board may determine what institutions, organizations, agencies or bodies are to benefit by that assistance in each year, and to what extent.

Powers of the Centre

5 In addition to the powers vested in the *Interpretation Act*, the Centre has all the powers of a natural person.

Appointment of Board

6(1) The Board shall consist of 10 Directors, each entitled to one vote.

(2) Ian Wilms and Kristen Lawson are appointed as founding Directors.

(3) Each of the following shall be Governors of the Centre and each may appoint one member to the Board:

- (a) the Canadian Association of Chiefs of Police, and
- (b) the Canadian Association of Police Boards.

(4) Within 4 weeks of the coming into force of this Act, each Governor shall, under the rules established by its organization, appoint one Director to the Board.

(5) The Directors appointed under subsection (4), together with the founding Directors,

- (a) shall meet within 8 weeks of the coming into force of this Act, and
- (b) fill the remaining positions on the Board by appointing Directors from the public at large.

(6) If

- (a) any Governor designated in subsection (3) declines or is unable to carry out the function of a Governor, or the designated association ceases to exist, or becomes known by another name, or
- (b) any Governor designated in subsection (3) fails to nominate a person, ceases to exist, or becomes known by another name or is reconstituted,

the Board, by resolution approved by 75% of the Directors, may temporarily or permanently substitute for the offices or organizations named in subsection (3), such other offices or organizations as may in their belief most nearly meet the original intent of this Act.

Tenure of Board

7(1) The term of office of each member of the Board shall be 3 years except that when a member has been nominated and appointed in place of a previous member who did not complete his or her term, the new member's appointment shall be for the balance of the previous member's term.

(2) The term of office of any member of the Board shall immediately terminate

- (a) upon the member's death or resignation,
- (b) in the event of the member's absence from 3 consecutive meetings of the Board without reasons satisfactory to the Board, or

- (c) by resolution of the Board when, in the opinion of the Board, a member
 - (i) is subject to an incapacity which may prevent the member from discharging his or her duties for 6 months or more,
 - (ii) has been found guilty of criminal conduct or other conduct detrimental to the purposes and objectives of the Centre, or
 - (iii) has failed to disclose a conflict of interest in accordance with section 8.

(3) A Director may resign upon giving written notice to the secretary of the Centre, and such resignation shall take effect upon receipt of such notice.

(4) When a Director's term of office is terminated pursuant to subsection (2)(c), the termination shall take effect upon the Director receiving written notice of the Board's resolution from the secretary of the Centre.

Conflict of interest

8(1) For the purposes of this Act,

- (a) a Director is in a conflict of interest if the Director takes part in a decision in the course of carrying out the Director's duties knowing that the decision might further a private interest of the Director or a person directly associated with the Director, and
- (b) a person is directly associated with a Director if that person is
 - (i) the Director's spouse or adult interdependent partner,
 - (ii) a corporation having share capital and carrying on business or activities for profit or gain and the Director is a director or senior officer of the corporation,
 - (iii) a private corporation carrying on business or activities for profit or gain and the Director owns or is the beneficial owner of shares of the corporation,
 - (iv) a partnership having not more than 20 partners,

- (A) of which the Director is a partner, or
- (B) of which one of the partners is a corporation directly associated with the Director by reason of subclause (ii) or (iii),

or

- (v) a person or group of persons acting as the agent of the Director and having actual authority in that capacity from the Director.

(2) When a matter before the Board may give rise to a conflict of interest for a Director, the Director shall disclose the conflict of interest and abstain from voting on the matter.

Powers of Board

9 The powers of the Centre are vested in and shall be exercised by the Board and, without restricting the generally foregoing, the Board may exercise the powers of a natural person and may

- (a) establish criteria for the receipt, investment and donation of funds;
- (b) establish committees of the Board, the terms of reference of such committees and include in the committee membership persons who are not Directors of the Centre;
- (c) establish policies, resolutions, rules and regulations consistent with the provisions of this Act, in respect of any or all of the powers of the Centre or of the Board, and also in respect of all matters pertaining to the operation of the Centre;
- (d) at its first meeting, and at each annual meeting thereafter, appoint an auditor of the Centre;
- (e) approve the audited financial statements, the annual budget and the annual report of the Centre;
- (f) elect its own chair and vice-chair, appoint or elect an executive director or manager, a treasurer and a secretary or secretary-treasurer and such other officers and employees as it deems expedient, prescribe their respective duties, powers and authority and determine the tenure of each office or the period of appointment of each such employee;
- (g) fix and determine the remuneration of employees;

- (h) open and operate an account with any bank or trust company and deposit in it such funds as may be required from time to time to pay the costs of administering the affairs of the Centre;
- (i) encourage the contribution of funds from any person, corporation, municipality or government agency which the Board in its discretion deems advisable.
- (j) accept gifts, grants, legacies, devises or bequests of real or personal property of every nature and kind whatsoever and wheresoever situated;
- (k) have the custody and management of all or any of the property of the Centre carried out in such manner as the Board may deem proper;
- (l) lease any real property held by the Centre;
- (m) have all the powers, privileges and immunities vested in a society registered under the *Societies Act*;
- (n) receive, hold in trust and invest any money from any charitable organization registered under the *Income Tax Act* (Canada) for and on behalf of such organization at a fee to be determined by the Board, such funds to be referred to as “managed funds”;
- (o) reject gifts, grants, legacies, devises or bequests of every nature or kind when such gifts, grants, legacies, devises or bequests or the terms under which they are proposed to be given to the Centre are not consistent with the purposes and objectives of the Centre;
- (p) if no direction for the use of a gift is given by a donor, use and apply the gift for such purposes as it may deem proper and consistent with the objects and purposes of the Centre and the provisions of this Act.

Honorary Directors

10(1) The Board may appoint honorary Directors of the Centre in recognition of service to the Centre or status in the law enforcement or technology community.

(2) An appointment under this section shall be subject to any terms or conditions determined by the Board.

- (3) Honorary Directors shall be invited to attend meetings of the Board and participate in its discussions but shall not be entitled to vote.
- (4) Honorary Directors shall not have the authority to act on behalf of the Board or the Centre.
- (5) Honorary Directors are not entitled to remuneration except for reimbursement of reasonable expenses incurred on behalf of the Centre and approved by the Board.

Meetings

- 11(1)** The notice period for any meeting of the Directors of the Centre shall not be less than 21 days' written notice unless another notice period is specifically set out in this Act and must specify the day, hour and place of the meeting.
- (2) Subject to notice requirements in subsection (1), the annual general meeting of the Centre shall be held not later than 90 days following the Centre's fiscal year end, the time and place of which to be determined by the Board.
- (3) The Board shall meet at least once in each quarter of the year.
- (4) Six voting Directors shall constitute a quorum for any meeting of the Board.
- (5) Except as provided for in subsection (7), Directors must vote in person on any matter before the Centre, and proxies are not allowed.
- (6) Resolutions of the Board must be approved by not less than two-thirds of its members present at a meeting.
- (7) A resolution consented to in writing, including by electronic transmission, by all of the Directors shall be as valid and effective from the date of such resolution as if it had been passed at a meeting of the Board duly constituted.

By-laws

- 12(1)** The Board may make by-laws, resolutions and rules not contrary to law, a special Act or this Act for
- (a) the resignation of a member's term of office;

- (b) all matters pertaining to business meetings and proceedings of the Board;
- (c) the appointment of any custodian in relation to a donation, or such portion or portions of it, as investment manager, subject to the provisions of any trust imposed by that donor;
- (d) the revocation of the appointment of any custodian as an investment manager, and the replacement of that custodian;
- (e) the provision of authorization to the custodian to make such investments, reinvestments, conversions, sales or dispositions of the property which it is managing and which it may, at any time and from time to time, consider necessary or desirable and which the Centre is empowered to make.

(2) Changes to the by-laws may only be made at the annual general meeting of the Centre and require 60 days' written notice and approval from 70% of the Directors.

Audit and fiscal year

13(1) The Board shall cause an audit to be made at least once in every fiscal year of its receipts and disbursements by an independent auditor and shall submit such audited financial statements to the annual general meeting of the Centre.

(2) The Board shall

- (a) cause a summary of the audited statements to be printed in a newspaper published in the City of Calgary, and
- (b) provide a copy to any person or government agency which the Board in its discretion deems advisable.

(3) The fiscal year of the Centre shall commence on January 1 in each year.

(4) Each Director shall be entitled to examine the books and records of the Centre at any time during regular business hours.

(5) It shall be the duty of the custodian to give the auditor full and complete information and permit the auditor to make all necessary inspections to complete the audit.

RECORD OF DEBATE

Stage	Date	Member	From	To

Questions and Comments	From	To

Stage	Date	Member	From	To

Questions and Comments	From	To

Stage	Date	Member	From	To

Questions and Comments	From	To

Stage	Date	Member	From	To

Questions and Comments	From	To