

2007 Bill Pr2

Third Session, 26th Legislature, 56 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL Pr2

CREST LEADERSHIP CENTRE ACT

MR. MARZ

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

Bill Pr2
Mr. Marz

BILL Pr2

2007

CREST LEADERSHIP CENTRE ACT

(Assented to _____, 2007)

Preamble

WHEREAS a petition has been presented for a Bill incorporating the Crest Leadership Centre as set forth below, 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) “Association” means the New Hope Ministries Institute;
- (b) “Centre” means the Crest Leadership Centre;
- (c) “Board” means the Board of Directors of the Centre;
- (d) “by-laws” means by-laws of the Centre;
- (e) “property” includes real and personal property.

Incorporation

2 Dan Reinhardt, George Bears, Vaughn Inman, Tory Weber, all of the city of Calgary, Alberta, and such other persons as are from time to time appointed to be members of the Board are hereby incorporated under the name of “Crest Leadership Centre”.

Objects

3 The objects of the Centre are

- (a) to establish, maintain, conduct and support an educational institution for secondary and post-secondary education in such fields as the Board may from time to time determine;
- (b) to promote the advancement of learning and the dissemination of knowledge, whether theoretical or practical, in the field of leadership and other related studies;
- (c) to further the intellectual, spiritual, moral, physical, social and cultural development of its students, graduates, faculty and staff;
- (d) to conduct in-service and continuing education programs, workshops, exhibitions, conferences, institutes and other specialized educational programs which may be considered by the Board to be conducive to the attainment directly or indirectly of the objectives of the Centre;
- (e) to award certificates, diplomas and degrees for merit and proficiency;
- (f) to appoint such professors, associate professors, lecturers, instructors or other officers and servants as may be necessary to effect the objects and purposes of the Centre;
- (g) to co-operate 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 the Centre.

Stock and remuneration

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

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

(3) All income and property of the Centre shall be applied toward the furtherance of the objects of the Centre, 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 benefits 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 Centre, provided such payments are made in respect

of his or her services as such employee or independent contractor;

- (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 Centre and the Board.

(4) If upon the winding-up or dissolution of the Centre there remain, 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 9.

Powers of the Centre

5 The Centre has all the powers, privileges and immunities vested by law in a corporation by the laws of the Province of Alberta, and more particularly, but without limiting the generality of the foregoing, the Centre may

- (a) provide instruction in degree, certificate and diploma programs in leadership studies, education, arts, science and other fields as the Board may from time to time determine and accrediting bodies may allow;
- (b) establish, maintain and operate one or more Centres, schools or training centres;
- (c) co-operate 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 Centre;
- (e) provide financial and other assistance to charitable organizations that have objects similar to those of the Centre or that engage in activities similar to those in which the Centre 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 Centre;

- (h) acquire, hold and alienate any estate or interest in real or personal property;
- (i) borrow money and give security for it;
- (j) draw, make, accept, endorse, execute or issue promissory notes, bills of exchange and other negotiable instruments;
- (k) subject to the by-laws, invest in any manner it thinks fit the funds of the Centre that are not from time to time required for expenditure;
- (l) lend its funds or guarantee the payment of debt;
- (m) make such banking arrangements as are necessary for the purpose of its business and affairs;
- (n) subject to the by-laws, form or establish one or more subsidiary foundations or organizations whose purpose is to assist the Centre in achieving its objects;
- (o) receive and hold for its benefit sums of money in consideration of the payment, during the life of the donor or during any other period, of interest thereon at such rate as may from time to time be agreed upon, or in consideration of the payment of an annuity or annuities to any person or persons in respect thereof;
- (p) enter into trust arrangements and agreements of every nature and kind for its objects and purposes with power to act as a corporate charitable trustee and as the personal representative of deceased persons.

Head office

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

Board of Directors

7(1) The business and affairs of the Centre shall be managed by a Board of Directors.

(2) The first members of the Board shall be those persons named in section 2 who shall hold office until their successors are appointed or elected in accordance with the by-laws.

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

By-laws

- 8** 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 Centre 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 Centre, the appointment of persons to those offices, and the manner of specification of their duties, delegation of their powers, and the fixing of their salaries and other benefits;
 - (i) the appointment and removal of the auditor of the Centre;
 - (j) any restriction on the activities in which the Centre may engage;
 - (k) subject to section 6, the location of the head office of the Centre;

- (l) the regulation of the investment of the funds of the Centre pursuant to section 5(k);
- (m) the transfer of the remaining property of the Centre in the course of the winding-up of the Centre to
 - (i) one or more organizations, whether incorporated or not, with objects similar to those of the Centre or that engage in activities similar to those in which the Centre 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 Centre.

Winding-up

9 Notwithstanding anything in the *Business Corporations Act*, in the event of the winding-up of the Centre

- (a) if the by-laws referred to in section 8 provide for the transfer of the property of the Centre upon the winding-up of the Centre, the liquidator shall transfer any remaining property of the Centre to the organization or organizations specified in the by-laws, in accordance with the by-laws, and
- (b) if there are no by-laws in force of the nature referred to in section 8 at the commencement of the winding-up proceedings, the liquidator shall transfer any remaining property of the Centre to the Association, but in the event the Association is no longer a subsisting entity, transfer any remaining property of the Centre, subject to the approval of the Court of Queen's Bench,
 - (i) to one or more organizations, whether incorporated or not, with objects similar to those of the Centre or that engage in activities similar to those in which the Centre had engaged at any time prior to the commencement of the winding-up proceedings, or
 - (ii) 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.

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