

2008 Bill 2

First Session, 27th Legislature, 57 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL 2

TRAVEL ALBERTA ACT

THE MINISTER OF TOURISM, PARKS AND RECREATION

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

BILL 2

2008

TRAVEL ALBERTA ACT

(Assented to , 2008)

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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 established under section 4;
- (b) “Corporation” means the corporation established by section 2;
- (c) “Minister” means the Minister determined under section 16 of the *Government Organization Act* as the Minister responsible for this Act.

Corporation established

2(1) A corporation to be known as “Travel Alberta” is established, consisting of the board of directors referred to in section 4.

(2) The Corporation has the capacity and, subject to this Act and the regulations, the rights, powers and privileges of a natural person.

(3) The purposes of the Corporation are

- (a) to market the tourism assets, attractions and opportunities present in Alberta in domestic, national and international markets,
- (b) to promote Alberta as a destination for tourists and other visitors,
- (c) to assist Alberta’s tourism industry operators to market their products, and
- (d) to exercise or perform any other powers, duties and functions authorized under subsection (8).

(4) The share capital of the Corporation consists of one share owned by the Crown.

(5) The Corporation shall maintain its head office and principal place of business in Alberta.

(6) The fiscal year of the Corporation is April 1 to the following March 31.

(7) The Auditor General is the auditor for the Corporation.

(8) The Lieutenant Governor in Council may make regulations

- (a) expanding or clarifying the powers, duties or functions to be exercised or performed by the Corporation;
- (b) imposing limits on the powers, duties or functions to be exercised or performed by the Corporation.

Crown agent

3(1) The Corporation is for all purposes an agent of the Crown in right of Alberta and may exercise its powers and perform its duties and functions only as an agent of the Crown in right of Alberta.

(2) An action or other legal proceeding in respect of a right or obligation acquired or incurred by the Corporation on behalf of the Crown in right of Alberta, whether in the name of the Corporation, in a trade name under which the Corporation carries on business or in the name of the Crown in right of Alberta, may be brought or taken by or against the Corporation in the name of the Corporation.

Board of directors

4(1) There shall be a board of directors consisting of

- (a) not fewer than 7 and not more than 11 members appointed by the Lieutenant Governor in Council, and
- (b) the Deputy Minister of the Minister.

(2) The Lieutenant Governor in Council shall designate one of the directors as chair and one of the directors as vice-chair.

(3) A director appointed under subsection (1)(a)

- (a) holds office for a term fixed in the order appointing the director, which term must not exceed 3 years, and
- (b) shall not serve on the board for more than 3 consecutive terms.

(4) A director appointed under subsection (1)(a) ceases to hold office when

- (a) the director resigns,
- (b) the director's appointment expires,

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

(d) the director is disqualified under the regulations.

(5) A director's resignation becomes effective when it is received by the chair, in writing, or at the time specified in the resignation, whichever is later.

(6) The chair shall send a copy of a resignation to the Minister forthwith.

(7) Notwithstanding subsections (3) and (4)(b), if a director's term of office expires, the director continues to hold office until

(a) the director is reappointed,

(b) a successor is appointed, or

(c) a period of 6 months has elapsed,

whichever occurs first.

(8) In determining the length of an appointment, the Lieutenant Governor in Council shall have regard to the desirability of having no more than 1/3 of the appointments expire in any one year.

(9) In making an appointment, the Lieutenant Governor in Council shall have regard to the desirability of having a board that consists of individuals who, in the aggregate, have the full range of skills, knowledge and experience necessary to provide good governance to the Corporation and to effectively lead the Corporation in achieving its objects.

Board powers

5(1) The board shall manage or supervise the management of the business and affairs of the Corporation.

(2) The board may delegate, on terms and conditions the board considers advisable, to any director, to a committee of the board, to any officer or employee of the Corporation or to any other person any of the board's powers, duties and functions except the following:

(a) the power to appoint the Chief Executive Officer under section 6;

- (b) the power to make bylaws under section 8;
- (c) the power to approve the audited financial statements.

Chief Executive Officer

- 6(1)** The board shall appoint a person other than a director to be the Chief Executive Officer of the Corporation and shall determine the Chief Executive Officer's powers, duties and functions.
- (2)** The Chief Executive Officer may attend meetings of the board but is not entitled to vote.
- (3)** The board shall set the compensation to be paid to the Chief Executive Officer subject to the Minister's approval.
- (4)** The Chief Executive Officer may, on terms and conditions the Chief Executive Officer considers advisable, delegate to any employee of the Corporation or any other person any of the Chief Executive Officer's powers or duties.

Employees

- 7** The Corporation may engage employees for the purpose of carrying on its business and may determine their conditions of service.

Bylaws

- 8(1)** Subject to this Act and the regulations, the board may make bylaws governing
- (a) the business and affairs of the Corporation, and
 - (b) the calling and conduct of board and committee meetings and the conduct of the business of the board and committees generally.
- (2)** The *Regulations Act* does not apply to bylaws made under this section.
- (3)** A bylaw made under this section does not have effect until it is approved by the Minister.

Responsibility of directors and officers

9(1) Every director and officer, in exercising powers and performing duties,

- (a) shall act honestly and in good faith and with a view to the best interests of the Corporation as an agent of the Crown, and
- (b) shall exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances.

(2) In considering whether the exercise of a power or the performance of a duty is in the best interests of the Corporation as an agent of the Crown, a director or officer, as the case may be, shall have due regard to the interests of the Crown.

Duty of care

10(1) Every director, officer and employee of the Corporation shall comply with this Act, the regulations and the bylaws of the Corporation.

(2) No provision in any contract, resolution or bylaw relieves any director, officer or employee of the Corporation from the duty to act in accordance with this Act and the regulations, or from liability for a breach of that duty.

Indemnification

11(1) The Corporation may, subject to the regulations, indemnify

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

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 the Corporation as an agent of the Crown, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, if that person had reasonable grounds for believing that the conduct that is the subject of the action or proceeding was lawful.

- (2) The Corporation shall not provide indemnities other than those
- (a) authorized by subsection (1),
 - (b) authorized by or under the *Financial Administration Act*, or
 - (c) provided in accordance with the regulations.

Records and accounts

12(1) Subject to the regulations, the Corporation shall prepare records and accounts.

(2) The Minister may request from the Corporation any information, including personal information, the Minister considers necessary and the Corporation shall disclose the information in the form and manner determined by the Minister.

(3) The Corporation shall allow the Minister or the Minister's representative to

- (a) inspect and make copies of all records, accounts, reports and other documents of the Corporation and, in the case of an electronic document, make or cause to be made a printout of the electronic document, and
- (b) otherwise review the operations of the Corporation.

(4) If the information disclosed under subsection (2) or contained in records, accounts, reports and other documents of the Corporation inspected or copied under subsection (3) is personal information as defined in the *Freedom of Information and Protection of Privacy Act*, the Minister may collect and use that personal information for the purposes of

- (a) reviewing and monitoring the operations of the Corporation,
- (b) administering this Act and the regulations, and
- (c) ensuring the Corporation is carrying out the purpose and intent of this Act and the regulations.

Business plan and annual report

13 The board must prepare and give to the Minister, in the form and at a time acceptable to the Minister, a business plan and annual report for each fiscal year containing the information required by the Minister.

Strategic Tourism Marketing Council

14(1) The Minister may establish a Strategic Tourism Marketing Council to provide strategic tourism marketing advice to the Corporation and to the Minister.

(2) If a Strategic Tourism Marketing Council is established under this section, the Minister shall appoint its members and shall designate one of the members as chair and one of the members as vice-chair.

Directions

15 The Minister may give directions that must be followed by the Corporation, the board, or both, in exercising their powers and performing their duties under this Act and the regulations.

Regulations

16 The Lieutenant Governor in Council may make regulations

- (a) respecting processes, eligibility requirements and qualifications for appointments to the board, and the disqualification of directors;
- (b) respecting remuneration and travelling, living and other expenses to be paid to directors;
- (c) respecting conflict of interest guidelines, codes of conduct and any other guidelines and policies in respect of the directors, officers and employees of the Corporation;

- (d) respecting indemnities referred to in section 11, any terms and conditions of an indemnity, and the circumstances and manner in which an indemnity may be given;
- (e) respecting the preparation of records and accounts under section 12;
- (f) respecting the collection and use of information, including personal information, by the Minister under section 12;
- (g) respecting appointments to the Strategic Tourism Marketing Council and travelling, living and other expenses to be paid to the members of the Council;
- (h) respecting conflict of interest guidelines, codes of conduct and any other guidelines and policies in respect of the members of the Strategic Tourism Marketing Council;
- (i) defining, for the purposes of this Act and the regulations, terms that are used but not defined in this Act;
- (j) respecting generally the operation of the Corporation;
- (k) generally to carry out the intent and purposes of this Act.

Corporation continues

17 In accordance with section 82(4) of the *Financial Administration Act*, the Corporation continues after December 31, 2008 until it is discontinued in accordance with section 82(2)(b) of that Act or is disestablished or wound up.

Coming into force

18 This Act comes into force on Proclamation.

