

2022 Bill Pr2

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Third Session, 30th Legislature, 71 Elizabeth II

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THE LEGISLATIVE ASSEMBLY OF ALBERTA

# **BILL Pr2**

## **CALGARY HERITAGE AUTHORITY AMENDMENT ACT, 2022**

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MR. NIXON

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First Reading . . . . .

Second Reading . . . . .

Committee of the Whole . . . . .

Third Reading . . . . .

Royal Assent . . . . .

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*Bill Pr2*  
*Mr. Nixon*

## **BILL Pr2**

2022

### **CALGARY HERITAGE AUTHORITY AMENDMENT ACT, 2022**

*(Assented to \_\_\_\_\_, 2022)*

#### **Preamble**

WHEREAS The Calgary Municipal Heritage Properties Authority was established by *The Calgary Municipal Heritage Properties Authority Act*, being chapter 55 of the Statutes of Alberta 1985, which was amended by chapter 47 of the Statutes of Alberta 1988, chapter 38 of the Statutes of Alberta 1992, and chapter 25 of the Statutes of Alberta 2000;

WHEREAS the *Calgary Municipal Heritage Properties Authority Amendment Act, 2000*, SA 2000 c 25, repealed the title of *The Calgary Heritage Municipal Properties Authority Act*, and substituted it with the *Calgary Heritage Authority Act*, and continued the body corporate with the name of *The Calgary Heritage Authority*;

WHEREAS The Calgary Heritage Authority has presented a petition praying that the *Calgary Heritage Authority Act* be amended and it is expedient to grant the prayer of the petition;

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

#### **Amends SA 1985 c55**

**1 The *Calgary Heritage Authority Act* is amended by this Act.**

## Explanatory Notes

- 1 Amends chapter 55 of the Statutes of Alberta 1985.

**2 Section 1 is amended as follows:**

- (a) in clause (a) by striking out “The Calgary Heritage Authority” and substituting “Heritage Calgary”;**
- (b) by adding the following immediately after clause (a):**
  - (a.1) “Board” means the board established under section 5;
- (c) in clause (b) by striking out “Chairman” wherever it appears and substituting “chair”;**
- (d) by adding the following immediately added after clause (d):**
  - (d.1) “director” means a member of the Board of directors appointed under section 6;
- (e) by repealing clause (f) and substituting the following:**
  - (f) “executive director” means the executive director of the Authority appointed under section 14(1);
- (f) by repealing clause (g) and substituting the following:**
  - (g) “heritage resource” means any work of nature or man, including an area of heritage character, natural site, movable or immovable structure, artifact, document, specimen that is of heritage value for its architectural, historical, cultural, natural, scientific or aesthetic interest, including each of the following resources:
    - (i) historic buildings, bridges, engineering works and other structures;
    - (ii) cultural landscapes such as historic parks, gardens and streetscapes;
    - (iii) culturally significant areas;
  - (g.1) “inventory of evaluated historic resources” means the heritage resources that have been evaluated by the Authority in accordance with a Council-approved policy;
- (g) in clause (h) by striking out “Vice-Chairman” wherever it appears and substituting “vice-chair”.**

**2** Section 1 presently reads in part:

*Definitions*

*1 In this Act,*

- (a) *“Authority” means The Calgary Heritage Authority created by this Act;*
- (b) *“Chairman” means the Chairman of the Authority;*
- (d) *“Council” means the municipal council of the City;*
- (f) *“General Manager” means the person who is from time to time appointed as General Manager of the Authority by the Authority;*
- (g) *“heritage resource” means any work of nature or of man, including an area of heritage character, natural site, structure, whether movable or immovable, artifact, document, specimen that is of heritage value for its architectural, historical, cultural, natural, scientific or aesthetic interest;*
- (h) *“Vice-Chairman” means the Vice-Chairman of the Authority.*

**3 Section 2 is amended as follows:**

- (a) by repealing subsections (1) and (2) and substituting the following:**

**(1)** The Calgary Heritage Authority is continued under the name “Heritage Calgary”, consisting of the Board.

**(2)** The Board is responsible for directing and controlling the business and affairs of the Authority.

- (b) in subsection (3) by striking out “election or appointment” and substituting “election or appointment of directors”;**

- (c) by adding the following immediately after subsection (3):**

**(4)** The Board may

**(a)** subject to section 13, designate the head office and any other offices from which the Authority conducts its business, and

**(b)** establish standing and ad hoc committees of the Board and determine the terms of reference of those committees.

**4 Section 4 is amended as follows:**

- (a) by striking out “the Authority shall have the power” and substituting “the Authority has the following powers”;**

- (b) in clause (a) by striking out “General Manager” and substituting “executive director”;**

- (c) in clause (k) by striking out “on behalf of the Council” and substituting “on behalf of the Council, and at the direction of the Council,”;**

- (d) by adding the following immediately after clause (k):**

**(k.01)** to design and deliver programs to advance knowledge of and appreciation for heritage resources in the City for the benefit of the general public;

- (e) in clause (n) by striking out “inventory of potential heritage sites” and substituting “inventory of evaluated historic resources”;**

**3** Section 2 presently reads:

*Incorporation*

*2(1) There is hereby created a body corporate with the name of “The Calgary Heritage Authority” composed of members determined in accordance with the provisions of this Act.*

*(2) The Members of the Authority have direction and control over the conduct of the business and affairs of the Authority and the General Manager is responsible to the Authority for the daily administration and management of such business and affairs.*

*(3) The Authority is a continuing body notwithstanding any election or appointment or any vacancy or vacancies occurring from time to time.*

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

*Special powers*

*4 Without limiting the generality of section 3, the Authority shall have the power:*

*(a) to appoint the General Manager who shall have authority to conduct the daily administration and management of the business and affairs of the Authority;*

*(k) to manage on behalf of the Council any heritage resource owned by the City;*

*(n) to maintain and amend the City’s inventory of potential heritage sites;*

*(o) to advise the City on matters relating to the restoration, alteration and demolition of the*

**(f) in clause (o) by striking out** “sites in the City’s inventory of potential heritage sites” **and substituting** “sites, including those on the inventory of evaluated historic resources”.

**5 Section 4.1(1) is amended by striking out** “for its members”.

**6 Section 5 is repealed and the following is substituted:**

**Directors**

**5** The Board of the Authority is established and consists of the directors appointed under section 6.

**7 Sections 6 and 7 are repealed and the following is substituted:**

**Appointment and term of directors**

**6(1)** The Council must appoint at least 8 directors but no more than 12 directors to the Board, each for a term not exceeding 3 years.

**(2)** A person is eligible to be appointed under subsection (1) only if they are, at the time of the appointment

(a) at least 18 years of age,

(b) an elector, and

(c) not ineligible under section 8.

**(3)** Despite subsection (2)(b), one of the directors may be a member of the Council.

**(4)** Without limiting the discretion of the Council, the Council may consider a recommendation of the Board in respect of the appointment of a director under subsection (1).

**(5)** Despite the term for which a director is appointed under subsection (1) and the term limit in subsection (7), a director

*sites in the City's inventory of potential heritage sites.*

**5** Section 4.1 presently reads in part:

*4.1(1) The Authority is established to operate exclusively for charitable purposes and not for profit, and shall be operated without purpose of gain or profit for its members.*

**6** Section 5 presently reads:

*Members*

*5 The Authority shall be composed of not less than 10 and not more than 12 electors appointed by resolution of Council, of which one may be a member of the Council and one may be a member of the Legislative Assembly.*

**7** Sections 6 and 7 presently read:

*Appointment and term of members*

*6(1) As soon as practically possible after this Act comes into force the Council shall appoint the first members of the Authority pursuant to section 5.*

*(2) The members of the Authority who are first appointed as members of the Authority shall be appointed for a term commencing on the day of the appointment and ending on the day on which the first organizational meeting of the Council following the appointment is held.*

*(3) After the appointment of the first members of the Authority*

*(a) the member of the Council who is appointed as a member of the Authority shall be appointed for a 1-year term, and*

*(b) the other persons who are appointed as members of the*

remains in office until a successor has been appointed, unless removed under section 7.1 or disqualified under section 9.

(6) Subject to subsection (7), a director may be appointed for additional terms.

(7) An individual may not serve as a director for more than 9 years.

### **Vacancy**

**7(1)** If a vacancy occurs on the Board for any of the following reasons, the Council must, by resolution, appoint a successor to fill the vacancy in the Board until the next organizational meeting of the Council, at which time the Council must, by resolution, appoint a successor for the remaining term of the vacated director:

- (a) death of a director;
- (b) resignation of a director;
- (c) removal of a director under section 7.1.

(2) If a vacancy occurs on the Board and, as a result of the vacancy, the number of remaining directors is less than 8, the vacancy must be filled by the Council within 90 days of the date of the vacancy.

### **Removal of director**

**7.1(1)** The Council may, by resolution, remove a director at any time.

(2) The Board may, on at least two-thirds of directors voting in favour of removal, recommend to the Council that it remove a director under subsection (1).

(3) The Board must bring a recommendation made under subsection (2) to the Council for consideration as soon as practicable.

(4) A recommendation made by the Board under this section does not limit the discretion of the Council to remove a director under subsection (1).

*Authority shall be appointed for a term of such duration as the Council may determine.*

*(4) Notwithstanding the period for which he was appointed as a member of the Authority, a member of the Council may hold office as a member of the Authority only so long as he remains a member of the Council.*

*(5) Subject to subsection (4), notwithstanding the period for which he was appointed as a member of the Authority, unless disqualified pursuant to section 8, a member of the Authority shall remain in office until his successor has been appointed.*

*(6) A former member of the Authority is eligible for reappointment as a member of the Authority.*

#### *Vacancies*

*7(1) Where a vacancy occurs in membership in the Authority by reason of death or resignation of a member or from any other cause other than expiration of the term for which the member of the Authority is appointed, the Council shall appoint by resolution a successor to fill the vacancy in membership in the Authority until the next organizational meeting of Council, at which time the Council shall appoint by resolution a successor for the remaining term of vacated membership.*

*(2) Where a vacancy occurs in membership in the Authority for any cause the vacancy shall be filled within 60 days after the vacancy occurs.*

**8 Section 8 is amended by striking out** “members of the Authority” **and substituting** “directors”.

**9 Section 9 is amended as follows:**

**(a) by repealing subsection (1) and substituting the following:**

**(1)** The Board must annually elect from among its directors a chair, a vice-chair and a treasurer.

**(b) in subsections (2) to (5)**

**(i) by striking out** “Authority” **wherever it appears and substituting** “Board”,

**(ii) by striking out** “Chairman” **wherever it appears and substituting** “chair”, **and**

**(iii) by striking out** “Vice-Chairman” **wherever it appears and substituting** “vice-chair”.

**10 Section 10 is repealed and the following is substituted:**

**10(1)** The Board must meet at least once a year and may meet at other times as it considers necessary.

**(2)** Section 104(2.1) of the *Business Corporations Act* applies with necessary modifications to a meeting referred to in subsection (1).

**11 Sections 11 and 12 are repealed and the following is substituted:**

**Quorum**

**11** No business may be transacted at a meeting of the Board unless a majority of the directors are present.

**Remuneration**

**12** A director must not receive remuneration for performing their duties as a director except for reasonable expenses incurred in the performance of their duties on behalf of the Authority and as approved by the board.

**8** Section 8 presently reads:

*Qualification of members*

*8 The provisions of sections 169 to 174 of the Municipal Government Act, or any legislation passed in substitution therefor, that apply to members of the council of a municipality shall apply to the members of the Authority.*

**9** Section 9 presently reads:

*Chairman,  
Vice-Chairman*

*9(1) The members of the Authority shall annually elect one of the members of the Authority to act as Chairman of the Authority and one of the members of the Authority to act as Vice-Chairman of the Authority.*

*(2) The Chairman shall preside at meetings of the Authority.*

*(3) In the absence of the Chairman at a meeting of the Authority, the Vice-Chairman shall preside at such meeting.*

**10** Section 10 presently reads:

*Annual meeting*

*10 The members of the Authority shall meet at least once a year and at such other times as might be necessary.*

**11** Sections 11 and 12 presently read:

*Quorum*

*11 No business shall be transacted at a general or special meeting of the members of the Authority unless a majority of the members appointed are present.*

*Remuneration*

*12 The members of the Authority shall be reimbursed by the Authority for any expense approved by the Authority in advance and incurred in performing duties on behalf of the Authority.*

## **Indemnity, limitation of liability and insurance**

**12.1(1)** The Authority must indemnify and save harmless a director from all actions undertaken by the director on behalf of the Authority acting in good faith, provided that no director is indemnified by the Authority in respect of any liability, costs, charges or expenses that they sustain or incur as a result of their own fraud, dishonesty, wilful neglect or wilful default.

**(2)** No director is liable, unless occurring through the director's own fraud, dishonesty, wilful neglect or wilful default, for any of the following:

- (a) the acts or omissions of any other director or employee of the Authority;
- (b) any loss, damage or expense suffered by the Authority
  - (i) through the insufficiency or deficiency of title to any property acquired by order of the Board, or
  - (ii) in respect of any deficiency of any security in or upon which any monies of the Authority are invested;
- (c) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Authority are deposited or for any loss occasioned by any error of judgment or oversight on the director's part;
- (d) any loss or damage which may occur in the execution of the duties of the director's office, or in relation to or in respect of any other act or omission of a director in their capacity that causes loss, damage or expense.

**(3)** The Authority may purchase and maintain liability insurance or such other insurance for the benefit of the directors as the Board considers appropriate.

## **12 Section 13 is renumbered as section 13(1) and the following is added immediately after section 13(1):**

- (2)** The Board must notify the Council of
  - (a) any change in the location of the Authority's head office and each place of business, and
  - (b) any change in its address for service.

**12** Section 13 presently reads:

*Head office*

*13 The head office of the Authority shall be at the City of Calgary in the Province of Alberta.*

**13 Section 14 is repealed and the following is substituted:**

**Executive director and employees**

**14(1)** The Board must appoint an individual as the executive director of the Authority who reports to the Board.

**(2)** The executive director holds that position at pleasure of the Board.

**(3)** The executive director may also be a director.

**(4)** An executive director who is also a director may vote as a director at all meetings of the Board.

**(5)** The executive director is entitled to remuneration, as determined by the Board, for performing their duties as executive director.

**(6)** The Authority may employ such other persons as it considers necessary and may prescribe their duties and remuneration.

**14 Section 16 is amended by striking out** “The Chairman, Vice-Chairman and the General Manager, or any 2 of them are hereby authorized” **and substituting** “Any 2 of the chair, vice-chair, treasurer and executive director are authorized”.

**15 Section 17 is repealed and the following is substituted:**

**Advisors and audit**

**17(1)** The Board may appoint a financial advisor of the Authority.

**(2)** The Board may appoint an advisor to the Authority on real property matters.

**(3)** Each year, the Board must appoint an auditor to audit the accounts and finances of the Authority.

**13** Section 14 presently reads:

*General Manager and employees*

*14(1) The Authority shall appoint a person to be the General Manager.*

*(2) The General Manager shall hold office during the pleasure of the Authority.*

*(3) The Authority may employ such other persons as it considers necessary and shall prescribe their duties and salaries or remuneration.*

**14** Section 16 presently reads:

*Execution of documents*

*16 The Chairman, Vice-Chairman and the General Manager, or any 2 of them are hereby authorized to sign in the name of and on behalf of the Authority and to affix the corporate seal of the Authority to documents and such execution is binding upon the Authority without any further authorization or formality.*

**15** Section 17 presently reads:

*Financial advisor and audits*

*17(1) The Council shall appoint the financial advisor of the Authority.*

*(2) The Council shall appoint an advisor to the Authority on real property matters.*

*(3) All accounts and books of the Authority shall be audited by auditors appointed for the purpose by resolution of the Council.*

**16 Section 18 is amended as follows:**

- (a) in subsection (1) by striking out** “Prior to the 31st day of October in each year” **and substituting** “No later than October 31 of each year”;
- (b) in subsection (2) by striking out** “not later than the 31st day of October in each year”.

**16** Section 18 presently reads:

*Budget*

*18(1) Prior to the 31st day of October in each year the Authority shall make up or cause to be made up a budget estimate of all expenditures and revenues for the next calendar year and a separate budget estimate of funds to be requested from the Council.*

*(2) The budget estimate of funds to be requested from the Council shall be delivered to the City not later than the 31st day of October in each year.*

*(3) The Council may change, annul or refer back to the Authority the budget estimates of funds to be requested from the Council.*

## RECORD OF DEBATE

Stage	Date	Member	From	To
		<b>Interventions</b>	<b>From</b>	<b>To</b>
Stage	Date	Member	From	To
		<b>Interventions</b>	<b>From</b>	<b>To</b>
Stage	Date	Member	From	To
		<b>Interventions</b>	<b>From</b>	<b>To</b>
Stage	Date	Member	From	To
		<b>Interventions</b>	<b>From</b>	<b>To</b>
Stage	Date	Member	From	To
		<b>Interventions</b>	<b>From</b>	<b>To</b>
Stage	Date	Member	From	To
		<b>Interventions</b>	<b>From</b>	<b>To</b>