



Legislative Assembly of Alberta

The 28th Legislature
First Session

Standing Committee
on
Private Bills

Monday, May 13, 2013
10:01 a.m.

Transcript No. 28-1-3

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Standing Committee on Private Bills

Xiao, David H., Edmonton-McClung (PC), Chair
Johnson, Linda, Calgary-Glenmore (PC), Deputy Chair
Barnes, Drew, Cypress-Medicine Hat (W)
Bhardwaj, Naresh, Edmonton-Ellerslie (PC)
Brown, Dr. Neil, QC, Calgary-Mackay-Nose Hill (PC)
Cusanelli, Christine, Calgary-Currie (PC)
DeLong, Alana, Calgary-Bow (PC)
Fox, Rodney M., Lacombe-Ponoka (W)
Fritz, Yvonne, Calgary-Cross (PC)
Goudreau, Hector G., Dunvegan-Central Peace-Notley (PC)
Jablonski, Mary Anne, Red Deer-North (PC)
Leskiw, Genia, Bonnyville-Cold Lake (PC)
Notley, Rachel, Edmonton-Strathcona (ND)
Olesen, Cathy, Sherwood Park (PC)
Rowe, Bruce, Olds-Didsbury-Three Hills (W)
Strankman, Rick, Drumheller-Stettler (W)
Swann, Dr. David, Calgary-Mountain View (AL)
Webber, Len, Calgary-Foothills (PC)

Also in Attendance

Pedersen, Blake, Medicine Hat (W)

Support Staff

Shannon Dean	Senior Parliamentary Counsel/ Director of House Services
Florence Marston	Administrative Assistant
Liz Sim	Managing Editor of <i>Alberta Hansard</i>

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Monday, May 13, 2013

[Mr. Xiao in the chair]

The Chair: Good morning, ladies and gentlemen. Welcome to our committee meeting today.

I believe Mrs. Fritz will be attending via teleconference.

Mrs. Fritz: Thank you, Mr. Chairman. I am here.

The Chair: Okay. Welcome.

Before we start, let's go around the table and introduce ourselves. My name is David Xiao, MLA for Edmonton-McClung and the chair of this committee. Then we'll start from our deputy chair.

Ms L. Johnson: Thank you. Linda Johnson, Calgary-Glenmore.

Ms Marston: Florence Marston, assistant to this committee.

Mrs. Leskiw: Genia Leskiw, Bonnyville-Cold Lake.

Mr. Bhardwaj: Naresh Bhardwaj, Edmonton-Ellerslie.

Mr. Goudreau: Hector Goudreau, Dunvegan-Central Peace-Notley.

Mr. Barnes: Drew Barnes, Cypress-Medicine Hat.

Mr. Rowe: Bruce Rowe, Olds-Didsbury-Three Hills.

Mr. Fox: Rod Fox, Lacombe-Ponoka.

Mr. Pedersen: Blake Pedersen, Medicine Hat.

Dr. Swann: Good morning. David Swann, Calgary-Mountain View.

Ms DeLong: Good morning, everyone. Alana DeLong, Calgary-Bow.

Dr. Brown: Neil Brown, Calgary-Mackay-Nose Hill.

Ms Dean: Good morning. Shannon Dean, Senior Parliamentary Counsel and director of House services.

The Chair: For the record Mr. Webber is unable to attend.

Now I would like to ask for a motion to approve the agenda. Mr. Goudreau. All in favour? Any opposed? The motion is carried.

I'd also like to have a motion to approve the last minutes. Mr. Bhardwaj. All in favour? Any opposed? The motion is carried.

Members, before we start, I'd just like to advise that the committee is deliberating on and making its recommendations for two private bills, the petitions which were heard at the last two meetings; namely, Pr. 1, Church of Jesus Christ of Latter-day Saints in Canada Act, and Pr. 2, Wild Rose Agricultural Producers Amendment Act, 2013.

Parliamentary Counsel's supplementary report was distributed this morning to committee members, the Legislature, and Annex offices. All supporting documentation has been posted to the committee's internal website.

Today the committee will consider the bills and make its recommendations as to whether each bill proceeds in the Assembly as is, proceeds with amendments, or does not proceed. Once we have made those determinations, I will report again on behalf of the committee to the Legislature today on the decision with respect to each bill. It will follow the same process as any

other bill in the House; namely, proceeding through second reading, Committee of the Whole, third reading, and royal assent.

Are there any questions before we start?

If not, before we proceed, I'd like to acknowledge Mrs. Mary Anne Jablonski.

Mrs. Jablonski: Thank you, Mr. Chair.

The Chair: Regarding Bill Pr. 1, Church of Jesus Christ of Latter-day Saints in Canada Act, I would now like to open the floor and invite members for discussion.

Dr. Brown: Does Ms Dean care to make a comment?

The Chair: Okay. Sure.

Ms Dean, go ahead.

Ms Dean: Thank you, Mr. Chair. The supplementary report that was circulated earlier this morning encloses a proposed amendment to Bill Pr. 1. This is a follow-up to comments that came from Service Alberta. I worked with Service Alberta and the petitioners' counsel, and all parties are in agreement with the proposed amendment, so it's for the committee's consideration at this point.

The Chair: Okay. Very good.

Dr. Brown: Mr. Chairman, I would make a proposal for a resolution. I would like to move that Bill Pr. 1, Church of Jesus Christ of Latter-day Saints in Canada Act, proceed in the Assembly with the following amendments.

Part A, section 15 is struck out and the following is substituted:

Dissolution

15(1) The corporation, by resolution of its directors after consultation with the members, may resolve to dissolve.

(2) A resolution to dissolve the corporation may be revoked by resolution of the directors any time before articles of dissolution have been filed with the Registrar under subsection (3).

(3) When the corporation has

(a) discharged all of its liabilities and

(b) distributed its assets in accordance with subsection (6),

the corporation shall file with the Registrar of Corporations articles of dissolution in a form satisfactory to the Registrar.

(4) On receipt of the articles of dissolution, the Registrar of Corporations shall issue a certificate of dissolution.

(5) The corporation ceases to exist on the date shown in the certificate of dissolution.

(6) In the event of dissolution of the corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the Income Tax Act (Canada) as determined by the directors in consultation with the members.

(7) Subsections (3) and (6) do not apply if the resolution to dissolve has been revoked under subsection (2).

Part B, section 18 is amended by striking out "For greater certainty, upon" and substituting "Upon".

Part C, section 19 is struck out.

The Chair: Now I would like to invite members to discuss the amendment.

Dr. Swann: I understand the amendment, and it looks like a real improvement on what was there before. What I'm not quite clear about is that the original section 15 provided for broad exemption from liability, and I don't see how this amendment addresses the

question of whether it was a broad or narrow liability of directors and how that question of liability of directors has been addressed.

The Chair: Ms Dean, would you like to comment?

Ms Dean: Thank you, Mr. Chair. It strikes out that provision in its entirety.

Dr. Swann: What does that mean, then, for the liability of directors?

Ms Dean: Well, it means that there would be indemnifications that, I would expect, the corporation would have in place for its directors and officers, but it wouldn't be as broad as what was presented in the original bill.

Dr. Swann: So it doesn't need to be in the bill itself?

Ms Dean: Correct.

Dr. Swann: Thank you.

Dr. Brown: If I could just add to that, the common-law provision would kick in. Anyone who is a member of the corporation is not liable at common law. Directors and officers are liable at common law if they exceed a certain test of culpability. It's a common-law provision that would kick in. They'd have to be acting outside of the scope of their responsibilities to the corporation, basically.

The Chair: Thank you.

No more questions? All in favour of this amendment?

Hon. Members: Agreed.

The Chair: Okay. Any opposed? The amendment is carried.

Mrs. Jablonski: Mr. Chair, I have a question.

The Chair: Yes. Go ahead.

Mrs. Jablonski: It's a question of process. We've agreed on this amendment now, and we'll proceed this way. My question is on the people who brought the bill forward. Have we talked to them about this, and will they be in favour of this? What would happen if they were not in favour of this amendment?

10:10

Ms Dean: Mrs. Jablonski, the petitioners' counsel was involved in the preparation of this amendment, and before presenting it to the committee this morning, he basically signed off and did not express any concerns about the amendment.

Mrs. Jablonski: Thank you.

If this were an amendment that the committee wanted but the petitioner didn't want, then I guess the bill would just be removed from the process. Is that how it would work?

Ms Dean: No. It's up to the committee to decide what to do with the bill. If the committee decided that an amendment was required and they reported to the House that the bill proceed with an amendment, then it's in the House's jurisdiction to handle from there on in. Now, sometimes we get requests from petitioners where they don't want to proceed further, and then the bill just doesn't proceed in the House.

Mrs. Jablonski: Okay. Thank you.

The Chair: Okay. I just assume that there are no objections, so the amendment is carried.

Let's proceed to Bill Pr. 2, Wild Rose Agricultural Producers Amendment Act, 2013. I'll open the floor for discussion.

Mr. Goudreau: Mr. Chair, I'll move that Bill Pr. 2, Wild Rose Agricultural Producers Amendment Act, 2013, proceed as presented.

The Chair: Any discussion?

Ms DeLong: My understanding is that there is an amendment proposed. I would like to move that Bill Pr. 2, Wild Rose Agricultural Producers Amendment Act, 2013, proceed in the Assembly with the following amendment.

The Chair: Okay. Before we do that, I have to ask Mr. Goudreau: would you like to withdraw your motion?

Mr. Goudreau: I can do that.

The Chair: Okay. Thank you very much.

Now, Ms DeLong, you can proceed with your motion.

Ms DeLong: Okay. I move that Bill Pr. 2, Wild Rose Agricultural Producers Amendment Act, 2013, proceed in the Assembly with the following amendment. The following is added after section 7: 8 Section 18 is repealed and the following is substituted:

Filings with Registrar of Corporations

18(1) The Business Corporations Act and the Companies Act shall not apply to this corporation except the disclosure and filing obligations set forth in this section.

(2) Within 30 days of the coming into force of this Act, the corporation shall file with the Registrar of Corporations

- (a) a list of the directors and officers of the corporation and their addresses,
- (b) a notice of the address of its registered office, and
- (c) a copy of its bylaws.

(3) Commencing January 1, 2014, the corporation shall, once in each calendar year, file with the Registrar a copy of its annual financial statements.

(4) Within 30 days after a change is made to any of the items outlined in subsection (2), the corporation shall file with the Registrar a notice setting out the change.

The Chair: Any questions?

Mrs. Fritz: I do have a question, Mr. Chair. Did that amendment go through the same process as the amendment to Pr. 1?

The Chair: Yes.

Ms Dean: Mr. Chair, if I may respond to that.

The Chair: Sure. Go ahead.

Ms Dean: Yes, Mrs. Fritz. I worked with the petitioners' counsel last week on the wording of this amendment, and this was the outcome of our discussions. They don't have any concerns with what's being presented to the committee at this time.

Mrs. Fritz: Thank you.

The Chair: Any questions?

Seeing none, all in favour of this amendment? Any opposed? The amendment is carried.

That concludes our deliberation on the private bills presented in this session of the Legislature. The petitioners will be advised of our committee's decisions later today, and I will report the committee's recommendations in the Assembly this afternoon.

Is there any other business that committee members wish to raise?

Mrs. Fritz: I just have one further question, Mr. Chair.

The Chair: Sure, Mrs. Fritz. Go ahead.

Mrs. Fritz: When I call in or when somebody does call in to the meeting, when it's recorded in *Hansard*, is it recorded as agreed for the person phoning in as well? I know you're doing that by a show of hands.

The Chair: Yeah. You didn't have any objections, so I think that that's the case.

Mrs. Fritz: I'd like to be on record as agreeing to both.
Thank you.

The Chair: Yeah. Thank you.
Any other business members wish to discuss?
If not, I need a motion to adjourn the meeting.

Mrs. Jablonski: I move that we adjourn.

The Chair: All in favour? Any opposed? Good. The motion is carried.

Have a good day.

[The committee adjourned at 10:15 a.m.]

