

2010 Bill Pr3

Third Session, 27th Legislature, 59 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL Pr3

LAMONT HEALTH CARE CENTRE ACT

MR. HORNE

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

Bill Pr3
Mr. Horne

BILL Pr3

2010

LAMONT HEALTH CARE CENTRE ACT

(Assented to _____, 2010)

WHEREAS the health care facilities currently located in the Town of Lamont, Alberta, formerly known as the “Archer Memorial Hospital” and the “Lamont Auxiliary Hospital and Nursing Home” are now together operated under the name “Lamont Health Care Centre” by a board of management established as a body corporate under section 5 of the *Hospitals Act*;

WHEREAS the board of management was created under, and the Lamont Health Care Centre is being operated in accordance with, a plan entitled “Lamont Health Care Centre Plan” dated June 1, 1992, declared to be in force by Ministerial Order 98/92 under section 4 of the *Hospitals Act*;

WHEREAS the Lamont Health Care Centre Plan was amended by agreement dated October 4, 1996, and such amendment was declared to be in force by Ministerial Order 97/96 under section 4 of the *Hospitals Act*;

WHEREAS the Lamont Health Care Centre Plan is the only such plan remaining in existence under sections 4 and 5 of the *Hospitals Act*;

WHEREAS the *Health Facilities Accountability Statutes Amendment Act, 2007*, enacted but not yet proclaimed in force, repeals sections 4 and 5 of the *Hospitals Act* and upon such proclamation the board of management will cease to exist unless otherwise continued;

WHEREAS it is essential for the continued and uninterrupted operation of the Lamont Health Care Centre that legislation be enacted to effect such continuation; and

WHEREAS a petition has been presented praying that a private Act be enacted as herein set forth 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) “board of management” means the board of management described in the preamble to this Act, which was established as a body corporate under section 5 of the *Hospitals Act*;
- (b) “corporation” means the board of management as continued under this Act;
- (c) “Minister” means the Minister determined under section 16 of the *Government Organization Act* as the Minister responsible for the *Hospitals Act* or any subsequent legislation enacted in replacement of that Act;
- (d) “plan” means the Lamont Health Care Centre Plan, as amended, described in the preamble to this Act, which was declared to be in force by Ministerial Orders 98/92 and 97/96 under section 4 of the *Hospitals Act*;
- (e) “Registrar” means the Registrar of Corporations appointed pursuant to the *Business Corporations Act*.

Continuation

2(1) The board of management is hereby continued as a body corporate for the purposes and objects set out in this Act under the name “Lamont Health Care Centre” and

- (a) the property of the board of management continues to be the property of the corporation;
- (b) any bequest, legacy or devise or other gift, previously or hereafter made into the name of, or for the benefit of, the board of management shall, unless the terms thereof expressly state otherwise, be deemed to have been made to and for the benefit of the corporation;

- (c) the corporation continues to be liable for the obligations of the board of management;
 - (d) an existing cause of action, claim or liability to prosecution is unaffected;
 - (e) a civil, criminal or administrative action or proceeding pending by or against the board of management may be continued to be prosecuted by or against the corporation;
 - (f) a conviction against, or ruling, order or judgment in favour of or against the board of management may be enforced by or against the corporation.
- (2) Upon this Act coming into force,
- (a) the plan shall continue in effect as a contract between The United Church of Canada and Alberta Health Services until amended or replaced by agreement between them,
 - (b) the existing bylaws of the board of management shall be the bylaws of the corporation until amended or replaced in accordance with the provisions of such bylaws,
 - (c) sections 4 and 5 of the *Hospitals Act* cease to be applicable to the corporation, and
 - (d) the existing members of the board of management shall be the members of the corporation until removed or replaced in accordance with the bylaws of the corporation.

Objects

3(1) The objects of the corporation are as follows:

- (a) to undertake and carry on charitable institutions, works and activities consisting of the operation of hospitals, missions, health care facilities of any kind or nature, schools, dispensaries, homes for the aged, homes for the handicapped and the like; to impart education and medical and other training; and generally to care for the aged, sick, handicapped and unfortunate;
- (b) to provide and offer health care services, activities, facilities and programs of all kinds, including without limitation general acute care hospitals, auxiliary hospitals, nursing homes, geriatric rehabilitation facilities, hostels, family care programs, educational programs, and schools of nursing;

- (c) to carry on any other business, development or activity for the purpose of generating revenue for the corporation or which, in the opinion of the members, is otherwise incidental, beneficial or conducive to the corporation's objects;
 - (d) to incorporate, support and monitor other entities engaged in activities incidental or conducive to the objects;
 - (e) to incorporate and support other entities for the purpose of generating revenue for the corporation or for any other purpose, beneficial to the corporation; and
 - (f) generally, to engage in charitable and benevolent activities.
- (2) The corporation shall not be restricted to conducting its activities within the Province of Alberta, but is hereby empowered to conduct such activities as its members consider in their opinion incidental, beneficial or conducive to the corporation's objects, outside of the Province of Alberta and outside of Canada subject to the laws of those jurisdictions.
- (3) The corporation shall at all times conduct its activities in a manner which is consistent with the principles outlined in a medical moral code, if any, as may be approved or adopted from time to time by The United Church of Canada or any successor organization.

Capacity

4 The corporation shall have the capacity, rights, powers and privileges of a natural person.

Head office

5 The head office of the corporation shall be at the Town of Lamont, in the Province of Alberta, or at such other places in the Province as may from time to time be determined by the bylaws of the corporation.

Use of funds

6 The funds or credits of the corporation, whether received as revenues, gifts, proceeds or from borrowing or from the disposal, charge or use of assets or otherwise, shall be used and applied for the furtherance of all or any of the objects and activities in which the corporation may engage, the exercise of its powers and for the furtherance of works of charity or benevolence.

Bylaws and regulations

7 The corporation may from time to time, by resolution of its members, but subject to the terms of the bylaws then in effect, make bylaws, rules, orders and regulations for the governance and proper administration of the property, affairs and interests of the corporation and for the enforcement of discipline and the admission and retirement of members, the appointment, expulsion or removal of any persons as members or officers of the corporation and also generally for the internal government of the affairs of the corporation, and to repeal and amend the same.

Liability of members

8 The members of the corporation are not as members liable for any liability, act or default of the corporation.

Remuneration of members

9(1) No income or property of the corporation shall be distributed to a member during the existence of the corporation or on or after its liquidation.

(2) Notwithstanding subsection (1), any member or officer may be paid a reasonable honorarium, price or remuneration for goods, services, attendances or other valuable benefits provided to the corporation.

Filings with Registrar of Corporations

10(1) Within 30 days of the coming into force of this Act, the corporation shall file with the Registrar of Corporations the following:

- (a) a list of the members 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.

(2) The corporation shall, once in each calendar year, file with the Registrar a copy of its annual financial statements and auditor's report.

(3) Within 30 days after a change is made to any of the items outlined in subsection (1), the corporation shall file with the Registrar a notice setting out the change.

Dissolution

- 11(1)** The corporation, by resolution of its members, may resolve to dissolve.
- (2)** The United Church of Canada and Alberta Health Services shall be immediately notified of a resolution made under subsection (1).
- (3)** A resolution to dissolve the corporation may be revoked by resolution any time before notice has been filed with the Registrar under subsection (4).
- (4)** No earlier than one year from the date of a resolution made under subsection (1), the corporation may file with the Registrar of Corporations a notice in writing, in such form as the Registrar may require, stating its desire to be dissolved.
- (5)** The Registrar of Corporations, upon being satisfied that sufficient notice of the corporation's intention to dissolve has been given and that no debts or liabilities of the corporation are outstanding, shall issue a certificate of dissolution.
- (6)** The corporation ceases to exist on the date shown in the certificate of dissolution.

Liquidation

12 Upon liquidation, the property, assets and profits of the corporation shall, subject to the terms of the plan and any contracts to which the corporation may be a party and after payment of all liabilities and subject to the terms of any trusts under which any such property may be held, be paid and transferred to such entity or entities, for utilization in the health care field in the Province of Alberta, as the members of the corporation by resolution determine.

