

2013 Bill Pr1

First Session, 28th Legislature, 62 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL Pr1

CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS IN CANADA ACT

MR. DORWARD

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

Bill Pr1
Mr. Dorward

BILL Pr 1

2013

CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS IN CANADA ACT

(Assented to _____, 2013)

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

Preamble

WHEREAS The Church of Jesus Christ of Latter-day Saints in
Canada has existed for many years in the Province of Alberta and
throughout Canada and has been operating throughout Canada as an
Alberta charitable trust since 1968;

WHEREAS a petition has been presented praying for the
incorporation of The Church of Jesus Christ of Latter-day Saints in
Canada; and

WHEREAS it is expedient to grant 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) “Corporation” means the corporation incorporated under
section 2 of this Act;
- (b) “First Presidency” means the members of The First
Presidency of the Global LDS Church then in office,
provided, however, that for such period as The First
Presidency of the Global LDS Church shall not be organized

or constituted, then the rights and privileges vested by this Act in the First Presidency shall instead be vested in the members of the Quorum of the Twelve Apostles of the Global LDS Church then in office;

- (c) “Global LDS Church” means that global Christian denomination, headquartered in Salt Lake City, Utah, United States of America, commonly referred to as The Church of Jesus Christ of Latter-day Saints;
- (d) “resident Canadian” means an individual who
 - (i) resides in Canada at least 183 days in any year, and
 - (ii) is a Canadian citizen;
- (e) “The President and High Council of the Taylor Stake of Zion” means the corporation incorporated under *The Taylor Stake of Zion Act*, S.A. 1951, c. 112;
- (f) “The President and High Council of the Alberta Stake of Zion” means the corporation incorporated under *An Ordinance to Incorporate the President and High Council of the Alberta Stake of Zion*, Ordinances of the North-West Territories 1897, No. 43, as amended by *An Act to amend The Statute Law*, S.A. 1916, c. 3, s. 26, and by *An Act to amend An Ordinance to Incorporate the President and High Council of The Alberta Stake of Zion*, S.A. 1930, c. 72;
- (g) “The President of the Lethbridge Stake” means the corporation incorporated under *An Act respecting the President of the Lethbridge Stake of the Church of Jesus Christ of Latter-day Saints*, S.C. 1980-81-82-83, c. 180, or its legal successor;
- (h) “Trust” means the Alberta trust established on January 2, 1968, in respect of The Church of Jesus Christ of Latter-day Saints in Canada.

Incorporation

2(1) The Trust is incorporated as a corporation under the name “The Church of Jesus Christ of Latter-day Saints in Canada” on the later of

- (a) the 15th day following the date that the Trust receives notice satisfactory to it from the Canada Revenue Agency that it is prepared to register the Corporation as a registered charity, and

- (b) the day that this Act receives Royal Assent.
- (2)** The Corporation shall, within 30 days of its incorporation, publish a notice in The Alberta Gazette setting out the date of its incorporation.
- (3)** Upon incorporation,
- (a) the property of the Trust shall continue to be the property of the Corporation, including for greater certainty beneficial title to any assets held in trust for the Trust,
 - (b) the Corporation shall continue to be liable for the obligations of the Trust,
 - (c) any existing cause of action, claim or liability to prosecution of the Trust is unaffected,
 - (d) any civil, criminal or administrative action or proceeding pending by or against the Trust may be continued by or against the Corporation, and
 - (e) any conviction against, or ruling, order or judgment in favour of or against, the Trust may be enforced by or against the Corporation.

The President of the Lethbridge Stake

- 3(1)** The President of the Lethbridge Stake or its legal successor may apply to the directors of the Corporation to continue under this Act and amalgamate with the Corporation if so authorized by the laws of the jurisdiction in which it is incorporated.
- (2)** The directors of the Corporation may approve the continuance and amalgamation by resolution.
- (3)** The directors of the Corporation may issue a notice of continuance to The President of the Lethbridge Stake that states the effective date of the continuance.
- (4)** Upon continuance and amalgamation,
- (a) the property of The President of the Lethbridge Stake continues to be the property of the Corporation,
 - (b) the Corporation continues to be liable for the obligations of The President of the Lethbridge Stake,

- (c) any existing cause of action, claim or liability to prosecution is unaffected,
- (d) any civil, criminal or administrative action or proceeding pending by or against The President of the Lethbridge Stake may be continued by or against the Corporation, and
- (e) any conviction against, or ruling, order or judgment in favour of or against, The President of the Lethbridge Stake may be enforced by or against the Corporation.

Alberta Stakes

4(1) Upon incorporation, the Corporation is amalgamated with The President and High Council of the Alberta Stake of Zion and The President and High Council of the Taylor Stake of Zion.

(2) Upon amalgamation of the stakes with the Corporation under subsection (1), the following are repealed:

- (a) *An Ordinance to Incorporate the President and High Council of the Alberta Stake of Zion*, Ordinances of the North-West Territories 1897, c. 43;
- (b) *The Taylor Stake of Zion Act*, S.A. 1951, c. 112.

(3) Following the amalgamation of the stakes with the Corporation under subsection (1),

- (a) the property of the stakes continues to be the property of the Corporation,
- (b) the Corporation continues to be liable for the obligations of the stakes,
- (c) any existing cause of action, claim or liability to prosecution is unaffected,
- (d) any civil, criminal or administrative action or proceeding pending by or against the stakes may be continued by or against the Corporation, and
- (e) any conviction against, or ruling, order or judgment in favour of or against either or both of the stakes may be enforced by or against the Corporation.

Charitable objects

5 The objects of the Corporation are

- (a) to advance and teach the religious tenets, doctrines and observances associated with the Global LDS Church,
- (b) to establish, maintain and support houses of worship with services conducted in accordance with the tenets and doctrines of the Global LDS Church,
- (c) to relieve poverty by providing basic amenities, including food, clothing and shelter, to the poor and needy,
- (d) to provide the necessities of life to victims of disaster, and
- (e) to gift funds to qualified donees as defined in section 149.1(1) of the *Income Tax Act* (Canada).

Capacity and powers

- 6(1)** The Corporation shall have the capacity, rights, powers and privileges of a natural person.
- (2)** The Corporation shall have the power to borrow, establish banking or similar arrangements and otherwise engage the credit of the Corporation in furtherance of or incidental to its objects.
- (3)** The Corporation has the capacity to carry on its activities, conduct its affairs and exercise its powers in any jurisdiction outside Alberta to the extent that the laws of that jurisdiction permit.

Investments

- 7** The Corporation shall not be limited to investments authorized by law for trustees, provided that the Corporation's directors consider the investment advisable.

Head office

- 8** The head office of the Corporation shall be located in the City of Calgary, Alberta.

Members

- 9(1)** The members of the Corporation shall be the stake presidents of the Global LDS Church who are resident Canadians.
- (2)** A person who is not, or who ceases to be, a resident Canadian shall not be a member.

(3) A person shall cease to be a member when the person is released as a stake president.

(4) The role of the members shall be to consult with the directors, at such times and from time to time and in such manner as the directors shall require, in regard to the activities and specific objects of the Corporation.

Directors

10(1) The Corporation shall have one or more directors.

(2) On the incorporation of the Corporation, every person who is a trustee of the Trust shall become a director of the Corporation.

(3) The existing directors shall elect directors to the Corporation from time to time, as required by the bylaws of the Corporation.

(4) At least 1/3 of the directors shall be resident Canadians.

(5) All directors shall serve at the pleasure of the First Presidency, who shall have the power and authority to remove any director at any time with or without cause.

(6) If at any time there are no directors properly elected to the Corporation, the First Presidency shall appoint a director.

(7) The directors may appoint persons as officers and employees of the Corporation, specify their duties and delegate to them the powers to manage the activities and affairs of the Corporation.

Bylaws

11 The directors may, by resolution, make, amend or repeal bylaws that regulate the activities or affairs of the Corporation.

Meetings

12(1) The directors may meet at any place and on any notice that the bylaws require.

(2) A director may participate in meetings of the Corporation by telephone or any electronic means that permit all participants to communicate with each other during the meeting.

Written resolutions

13 A resolution, signed by all the directors entitled to vote on a resolution, is as valid as if it had been passed at a meeting of the directors.

Filings with Registrar of Corporations

14(1) Within 30 days of its incorporation, 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.

(2) The Corporation shall, once in each calendar year, file with the Registrar a copy of its annual financial statements signed by its auditor.

(3) The audited financial statements under subsection (2) need not be audited by a professional accountant unless

- (a) the bylaws of the Corporation so require, or
- (b) a fee is being charged to perform the audit.

(4) 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.

Liability

15(1) Unless another Act expressly provides otherwise, no director or officer of the Corporation is liable in a civil action for any loss suffered by any person provided that the director or officer was acting in good faith at the time of the act or omission giving rise to the loss.

(2) If damages are awarded against or any amount is paid by the Corporation with respect to a loss for which the director or officer is not liable pursuant to subsection (1), the Corporation has no right of action to recover those damages or that amount against the director or officer.

Indemnity

16(1) Subject to subsection (2), the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because that individual is associated with the Corporation or other entity.

(2) The Corporation shall not indemnify an individual unless the individual

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be, and
- (b) had reasonable grounds for believing that his or her conduct was lawful.

Insurance

17 The Corporation may purchase and maintain insurance for the benefit of an individual listed in section 16(1) against any liability incurred by the individual in the individual's capacity as a director or officer of the Corporation or other entity.

Transfer of property

18 For greater certainty, upon presentation to the Registrar of any Alberta Land Registration District of any transfer or other instrument whereby any land or interest in land standing in the name of the Trust, The President of the Lethbridge Stake, The President and High Council of the Alberta Stake of Zion or The President and High Council of the Taylor Stake of Zion, as the case may be, is vested in the Corporation pursuant to this Act, the Registrar shall, with no fee or charge, do all things necessary to vest the land or interest therein in the name of the Corporation, subject to any encumbrances or charges that may be registered.

Wind-up

19 In the event of dissolution or winding-up 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.

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